

THIS IS A FREE TRANSLATION OF THE “*EDITAL DE OFERTA PÚBLICA DE AQUISIÇÃO DE AÇÕES ORDINÁRIAS PARA CANCELAMENTO DE REGISTRO DA AUTOMETAL S.A.*” OF AUGUST 18<sup>th</sup>, 2014.

IN CASE OF DISCREPANCY OR INCONSISTENCY BETWEEN THE PORTUGUESE AND ENGLISH VERSION, THE PORTUGUESE VERSION SHALL PREVAIL.



*This Announcement of tender offer is not being directed and will not be directed to any country but in Brazil, specially the Unites States of America, neither will be used American courier or any other means or American interstate or international trading instruments, or any other American securities trading mechanism. This restriction includes (between others) fax, e-mails, telex, telephone and internet. Consequently, copies of the present announcement and any other documents related to the present tender offer will not and shall not be transmitted or distributed by courier or by any other transmission means to United States of America or to any other country but Brazil. The present Tender Offer is directed exclusively to the shareholders of Autometal S.A. able to participate in the auction at BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros. The present Tender Offer was not and will not be registered under US Securities Act of 1933, as amended.*

**ANNOUNCEMENT OF THE PUBLIC TENDER OFFER FOR COMMON SHARES  
FOR DELISTING PURPOSES OF**

**AUTOMETAL S.A.**

CNPJ/MF nº 59.104.513/0001-95

NIRE 35.300.179.552

Publicly held Company - CVM nº 02238-1

ISIN Code of Common Shares: BRAUTMACNOR8

Common Shares: AUTM3

BY ORDER AND ON ACCOUNT OF

**CIE AUTOMETAL S.A.**

CNPJ/MF nº 05.974.554/0001-03

NIRE 35.300.199.006

INTERMEDIATED BY

**BANCO ITAÚ BBA S.A.**

CNPJ/MF nº 17.298.092/0001-30

**BANCO ITAÚ BBA S.A.**, a financial institution headquartered in the City and State of São Paulo at Avenida Brigadeiro Faria Lima, No. 3500, floors 1, 2, 3 (part), 4 and 5, Zip Code 04538-132, enrolled with the CNPJ/MF under No. 17.298.092/0001-30 ("Itaú BBA" or the "Intermediary Institution"), by means of **ITAÚ CORRETORA DE VALORES S.A.**, a financial institution headquartered in the City and State of São Paulo at Avenida Brigadeiro Faria Lima, No. 3.400, floor 10, enrolled with CNPJ/MF under No. 61.194.353/0001-64 ("Itaú Corretora"), by order and on account of **CIE AUTOMETAL S.A.**, a closely held corporation (*sociedade por ações*), headquartered in the City of Diadema, State of São Paulo, at Avenida Fagundes de Oliveira, No. 1650, suite 01, enrolled with CNPJ/MF under No. 05.974.554/0001-03 ("CIE Autometal" or "Oferror"), a company controlled by **CIE AUTOMOTIVE S.A.**, a Spanish publicly held corporation listed in Madrid and Bilbao Stock Exchanges, in Spain, under ticker CIE.MC, headquartered in the City of Bilbao, in Spain, at Alameda Mazarredo, 69, floor 8 ("CIE Automotive"), direct and indirect controlling shareholders, respectively, of **AUTOMETAL S.A.**, a publicly held corporation, headquartered in the City of Diadema, State of São Paulo, at Avenida Fagundes de Oliveira, No. 1650, Zip Code 09950-905, enrolled with CNPJ/MF under No. 59.104.513/0001-95 ("Autometal" or "Company"), present to the non-controlling shareholders of Autometal this public tender offer for up to the totality of the common shares of Autometal owned by them, for delisting purposes at Brazilian Securities Commission (*Comissão de Valores Mobiliários*) ("CVM" and "Delisting" respectively), according to this Announcement of Tender Offer ("Announcement" and "Delisting Tender Offer"; "Offer" or "TO", respectively) and moreover, according to: (i) Law No. 6.385, of December, 1976, as amended ("Law 6.385"); (ii) Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporate Law"); (iii) in the Bylaws of Autometal; and (iv) in the rules of the special segment of trading securities named Novo Mercado of BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("Rules of Novo Mercado"; "Novo Mercado" and "BM&FBOVESPA", respectively), in compliance with CVM Instruction No. 361, of March 5, 2002, as amended by CVM Instruction No. 436, of July 5<sup>th</sup>, 2006, by CVM Instruction No. 480 of December 7<sup>th</sup>, 2009, as amended ("CVM Instruction 480"), by CVM Instruction No. 487, of November 25, 2010, and by CVM Instruction No. 492 of February 23, 2011 ("CVM Instruction 361"), all enacted by CVM and by the Rules of Novo Mercado, in the terms and conditions below.

**1. PRELIMINARY INFORMATION**

1.1. Announcement Information: This Announcement was prepared based on information provided by the Offeror to comply with CVM Instruction 361 and Rules of Novo Mercado to

perform this TO, giving to the shareholders of Autometal all necessary elements needed to make a considered and independent decision on whether to accept the TO.

1.2. History: On April 7, 2014, the Company released a material fact confirming that was informed by the Offeror of its intention to delist Autometal, by means of the Delisting Tender Offer, under the terms and conditions provided in applicable law and regulation in force. On May 9, 2014, the Company released a material fact informing that, among others matters, the Offeror: (i) confirmed the TO Price (as defined in item 3.4 below), based on the appraisal report prepared by Banco Santander (Brasil) S.A. ("Appraiser"), of May 9, 2014 ("Appraisal Report"), which determined the appropriate economic value of the shares issued by Autometal to be a range between R\$18.1 to R\$20.0 per share.

1.3. Publicly Held Registration: The registration of Autometal as a publicly held company with the CVM as a level A issuer was obtained on February 3<sup>rd</sup>, 2011 under No. 22381.

1.4. Legal and Regulatory Basis: The TO shall comply with the provision in paragraph 4 of article 4 of the Brazilian Corporate Law; article 21 of Law 6.385; articles 16 *et seq.* of CVM Instruction 361; Section X of the Rules of Novo Mercado, and article 41 of Autometal's Bylaws.

1.5. The Offeror understands that the TO complies with the provisions of the Brazilian Corporate Law, the CVM Instructions 361 and 480, as well as the rules of Section X of the Rules of Novo Mercado since the TO Price (R\$19.11 per share) was confirmed by the Appraisal Report, which has concluded that the economic value per share is fair since it was set within the range of R\$18.1 to R\$20.0 per share. The delisting, in case the Auction (as defined below) has the acceptance described in item 2.1, below, will be beneficial to the shareholders of the Company, due to decrease of unnecessary costs, in light of the lack of plans for raising funds in the Brazilian capital market, and the consequent improvement of Company's results of operations.

## **2. DELISTING**

2.1. Delisting Tender Offer: The Offeror is conducting this TO of the Company for Delisting purposes, according to the regulation set forth in item 1.4 above. The Delisting is subject to the acceptance of more than 2/3 of the Free Float Shares. For the effect of this item 2.1, the "Free Float Shares" means the Shares (as defined in item 3.3. below) whose owners: (i) expressly agree with the Delisting; or (ii) qualifies himself/herself/itself to participate in the Auction, in accordance with the terms of Section 4 below, according to article 16, item II of CVM Instruction 361, regardless of effectively sell their Shares issued by the Company, in the Auction.

2.2. If there is no acceptance of the minimum of 2/3 of the Free Float Shares for delisting at CVM purposes (item II, of article 16, of CVM Instruction 361), the Offeror will back away from the TO. In this case, the Offeror will acquire no shares in the context of the TO, and the Company will continue to be registered before CVM as a publicly held company, and subject to the corporate governance requirements of the Rules of Novo Mercado.

### 3. CHARACTERISTICS OF THE TO

3.1. The approval from CVM : The CVM, on August 14<sup>th</sup>, 2014, approved this TO.

3.2. Validity of the TO: This TO shall remain valid for 31 days as of the date of publication of this Announcement, i.e., starting on August 18<sup>th</sup>, 2014 and ending on September 18<sup>th</sup>, 2014, when the TO auction will be held at the BM&FBOVESPA ("Auction Date" and "Auction", respectively). The term of this TO will not be postponed except as established in item 5.10 of this Announcement.

3.3. TO Target Shares: The Intermediary Institution, through Itaú Corretora, is disposed to acquire, for the account and by the order of the Offeror, up to the totality of the: (i) total of outstanding common shares of the Company, which corresponds, in this date, to 31.775.132 common shares of issuance of the Company, representing 25,24%<sup>1</sup> of the total capital of Autometal ("Shares"); and (ii) 8 common shares issued by Autometal and owned by the management of the Company (together with the Shares, the "TO Target Shares").

3.3.1. Absence of Restrictions on the Exercise of the Right of Ownership on the TO Target Shares: In selling the TO Target Shares under the terms of this TO, their owners declare that such TO Target Shares are free and clear of any lien, rights of guarantee, preference, priority, usufruct or other forms of encumbrance that would impede the immediate exercise by the Offeror of its full ownership, and declare full compliance with the share trading rules included in the BM&FBOVESPA Regulations for Transactions in the Bovespa Segment.

3.3.2. Dividends and Interest on Shareholders' Equity: If, at any time, Autometal declares dividends or interest on shareholders' equity, those registered as the owners or as who enjoy usufruct of the common shares issued by Autometal at the date of such declaration will be entitled to payment of such dividends or interest on shareholders' equity.

3.3.3. Condition for Delisting: CVM Instruction 361 establishes, as a requirement for delisting, that such procedure be preceded by a public tender offer (*oferta pública de aquisição de ações*) formulated by the controlling shareholder or by the publicly held company itself, targeting all the shares issued by the company whose registration would be cancelled,

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<sup>1</sup> Reference date: end of the trade of August 13, 2014

requiring that shareholders owning more than 2/3 of the Free Float Shares agree to sell such shares in the TO or expressly agree with the proposal to delist (item II, of article 16, of CVM Instruction 361).

3.4. TO Price: The Offeror is making this TO to acquire up to the totality of the TO Target Shares, at the price of R\$19.11 per share, to be paid in cash and adjusted by the Extended Consumer Price Index - IPCA (*Índice de Preços ao Consumidor Amplo – IPCA*) ("IPCA") counting from April 7, 2014 to the Settlement Date of the Auction ("TO Price"). The TO Price is supported by the Appraisal Report, prepared in accordance with the article 4<sup>th</sup>, § 4<sup>th</sup>, of Brazilian Corporate Law and item 10.1 of the Rules of Novo Mercado, in compliance with the requirements applicable to the Delisting Tender Offer. If IPCA is extinguished or not published for more than 30 days, then the replacing index to the IPCA shall be applicable. If there is no replacing index, the average of the IPCA in the last 12 months shall be applicable. The Intermediary Institution will inform, within 3 days prior to the date of the Auction, the TO Price, with two decimal, through writing communication to the Chief Operating Officer of BM&FBOVESPA.

3.4.1. Fair Price: In the judgment of the Offeror, as provided in article 16, item I of CVM Instruction 361, the TO Price is fair, since the price per share falls within the range of values indicated by the Appraiser in the Appraisal Report as the appropriate range for a calculation of Autometal's economic value.

3.4.1.1. The TO Price is approximately 20.38% higher than the volume-weighted average price of Autometal common shares on April 4, 2014 (the business day prior to the Offeror's disclosure of its intention of conduct the TO), and approximately 29.02% higher than the volume-weighted average price of Autometal common shares over the 30 days prior to the date of the material fact notice that disclosed the TO, at BM&FBOVESPA.

3.4.2. Choice of the Appraiser: Pursuant to the terms of Autometal's Bylaws and the Rules of Novo Mercado, owners of the Free Float Shares have chosen the Appraiser at an extraordinary shareholders' meeting held on April 28, 2014, based on triple list indicated by the Board of Directors of the Company on the meeting held on April 9, 2014.

3.4.3. Adjustment for Dividends: Any dividends or interest on shareholders' equity declared by the Company between April 23, 2014 (exclusive) and the Auction Date will be subtracted from the TO Price. Moreover, the shares to be acquired in the TO will be acquired *ex-rights* of such dividends or interest on shareholders' equity.

3.4.4. Adjustment for Stock Splits or Reverse Stock Splits: If the Company's capital stock is altered between the date of this Announcement and the Auction Date, due to stock splits or

reverse stock splits, the TO Price will be adjusted in accordance with the resulting number of shares after the alteration of the capital stock.

3.4.5. In the cases of items 3.4.3 and 3.4.4 above, the Offeror will cause the Company to publish a Material Fact regarding any adjustments in the TO Price, revealing the new TO Price to the market and to the Chief Operating Officer of the BM&FBOVESPA, no later than 1 business day prior to the Auction Date.

3.5. Payment Conditions: Owners of TO Target Shares that resolve to sell in the TO will receive, for each TO Target Share effectively acquired by the Offeror, the TO Price, in Brazilian currency, on the Settlement Date (as defined in item 5.5), in accordance with the procedures of the Clearing and Settlement House of the BM&FBOVESPA (*Câmara de Compensação e Liquidação do Segmento BOVESPA da BM&FBOVESPA*).

3.6. Change or Revocation of the TO: Subject to item IX of article 4 of CVM Instruction 361 and the condition described in item 3.3.3 of this Announcement, this TO is immutable and irrevocable after the publication of this Announcement, except if there is, under the terms of article 5 of CVM Instruction 361: (a) a subsequent and unforeseeable substantial change in the circumstances in fact existing at the time the TO is launched, which entails a material increase in the risks assumed by the Offeror; and (b) the Offeror proves that the acts and transactions that caused the TO will not be effective if such revocation is approved. Thus, the Offeror may change the TO, since it has been previously and expressly approved by CVM, and shall disclose: (i) material fact informing the approval of such changes and the remaining term of the Announcement and the new Auction date, if applicable; and (ii) amendment to the Announcement, according to CVM Instruction 361, including the following deadlines: (i) 10 days term, in case of price increase or waiver of any condition to make the TO effective, or 20 days term, in other cases, counting from the publication date of the amendment; and (ii) up to 30 days term from the publication date of its amendment or 45 days from the publication date of the Announcement, whichever is longer. Any change in the TO after the publication of this Announcement may be admitted, regardless of any approval from CVM and of any of the procedures above, if such changes improves the TO in favor of the TO Target Shares owners or if any condition to the effectiveness of the TO is waived, by the Offeror.

3.7. Manifestation of Autometal's Board of Directors: Under the terms of item 4.8 of the Rules of Novo Mercado, and of article 23 (x) of the Bylaws of the Company, Autometal's Board of Directors will prepare and publicize, within 15 days of publication of this Announcement, a previously substantiated opinion for or against acceptance of the TO.

#### **4. PROCEDURES OF THE TO**

4.1. Qualification for the Auction: From the present date to 18:00 hrs (São Paulo time) of September 17, 2014 (last business day prior to the Auction Date), owners of TO Target Shares that want to be qualified to participate in the Auction must empower Itaú Corretora or any other brokerage company (each, a “Brokerage Company” and, collectively, “Brokerage Companies”) authorized to operate in the BOVESPA segment of the BM&FBOVESPA to represent them in the Auction, subject to the deadlines and procedures provided in the items below. In order to be qualified for the Auction, owners of TO Target Shares must follow the procedures required by the Brokerage Company for their registration, which may reduce the time for concluding their accreditation.

4.1.1. Prior Proceedings: An owner of TO Target Shares desiring to be qualified for the Auction by accrediting a Brokerage Company shall have previously opened an account at such Brokerage Company, so that the deadline in item 4.1 above can be utilized. If an owner of TO Target Shares does not have an open account at a Brokerage Company, it must arrange for opening one timely for what is described in item 4.1 above, subject to the specific procedures of each Brokerage Company.

4.2. Documents Needed for Qualification: To be qualified for the Auction, owners of TO Target Shares must present themselves, personally or through an attorney in fact, before the Brokerage Company of their choice, with their respective updated registration or armed with an authenticated copy of the documents indicated below, as applicable, provided that, for registration purposes, additional information and/or documents may be requested at the discretion of the respective Brokerage Company:

(i) Natural Person: an authenticated copy of the *Cadastro de Pessoas Físicas* (“CPF”), an ID Card and proof of residency. Representatives of estates, minors, the civilly disabled (*interditos*) and shareholders represented by an attorney in fact must present documentation granting powers of representation and authenticated copies of the CPF and ID Card of the representatives. The representatives of estates, minors and the civilly disabled must also present the respective judicial authorization;

(ii) Entity: an authenticated copy of the latest consolidated bylaws or articles of incorporation, CNPJ/MF registration card, corporate documentation granting powers of representation and authenticated copies of the CPF, ID Card and proof of residency of its representatives; investors resident outside Brazil may be obligated to present others documents of representation;

(iii) Universality of Assets (as estates (*espólios*) or investment funds): address of the representative, contact telephone, e-mail and authenticated copies of the documents confirming powers to act in the TO; and

(iv) CMN Resolution 2689 Investor: a shareholder that has invested in the TO Target Shares through the mechanism established by Resolution CMN nº 2.689, of January 26, 2000, as amended (a "CMN Resolution 2689 Investor"), shall furnish to the Brokerage Company empowered by it, before the Auction Date, in addition to the documents described above, a document attesting to its registration number with the CVM and the Central Bank of Brazil (in this latter case, the RDE-Portfólio number), as well as its excerpt of custody attesting to the number of TO Target Shares it owns and that it will sell in the Auction. If the CMN Resolution 2689 Investor is a foreign natural person, (s)he must present, in addition to the documents indicated herein, an authenticated copy of its CPF registration number.

4.2.1. Owners of TO Target Shares that desire to qualify themselves for the Auction must comply with the procedures of documentation and transfer of TO Target Shares above mentioned, subject to the internal procedures of each Brokerage Company, custodian, representative of non-resident at BM&FBOVESPA. Owners of TO Target Shares that desire to qualify themselves for the Auction, shall take all measures to do so.

4.3. TO Target Shares Deposited Directly at Itaú Corretora: Owners of TO Target Shares deposited directly at Itaú Corretora S.A., the depositary financial institution responsible for the book-keeping of Autometal's shares, shall qualify themselves for the Auction by empowering Itaú Corretora or any other Brokerage Company, under the terms of item 4.1 et seq., to facilitate the deposit of their TO Target Shares with the BM&FBOVESPA's Central Depositary, under the terms of items 4.6.1 and 5.4.1 below.

**4.4. Observance of Deadlines: It shall be the responsibility of each owner of TO Target Shares to take reasonable measures such that: (a) the deposit of the TO Target Shares with the BM&FBOVESPA's Central Depositary is effected in time to permit their respective qualification in the Auction, subject to the procedures of each Brokerage Company and the provisions of items 4.6.1 and 5.4.1 below; and (b) the transfer of their TO Target Shares, from Itaú Corretora custody to Central Depositária BM&FBOVESPA, will occur and will be finalized up to 18:00 hs (São Paulo time) of the business day prior to the Auction. Owners of TO Target Shares must meet all the requirements for share trading included in the BM&FBOVESPA Regulation for Transactions in the Bovespa Segment.**

**The Offeror informs owners of TO Target Shares that desire to qualify themselves for the Auction that the checking procedures related to documents and transfers of the TO Target Shares described herein is also subject to internal rules of the Brokerage Companies, custodian, representatives of non-resident investors and of BM&FBOVESPA. The TO Target Shares owners that wish to qualify themselves to participate in the Auction shall take the necessary measures to do so. Neither the Offeror or the Intermediary Institution will be liable for any loss, damage or obligation arising from the non compliance with the**



**qualification requisites established herein, by the shareholders and, consequently, of its non participation in the Auction.**

4.4.1. Loan/Leases of Shares. Owners of TO Target Shares that are offerors in loan agreements shares, that wishes to qualify themselves to participate in the Auction shall follow:

(i) agreements containing an early settlement clause: the shareholder shall request the settlement , through BTC system, with due observance of the term provided for the return of the TO Target Shares by the borrower, that is, until 9:30 hrs (São Paulo Time) on the third business day (D+3) from the date of the request; and

(ii) 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 (see item “i” above).

4.4.2. In these cases, the lender shall receive the TO Target Shares in its custody account in due time to enable their transfer to the 7104-8 portfolio, according to item 4.6.1 herein and to take all other actions provided for in this Announcement for eligibility purposes. In the event of failure by the borrower in the return of TO Target Shares 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).

4.5. Owners of TO Target Shares that do not Present the Documents Requested for Qualification: Owners of TO Target Shares that do not timely deliver all the documents requested by the Brokerage Company to qualify for the Auction or do not timely take care to deposit the TO Target Shares with the BM&FBOVESPA’s Central Depository, in accordance with the provisions of this Announcement, will not be qualified to participate in the Auction.

4.6. Acceptance of the TO: Acceptance of the TO will be effected by the respective Brokerage Companies, by order of each qualified investor as mentioned in items 4.1 to 4.5 above, that wants to accept the TO, through recording an offer of sale in the Auction. In accepting the TO, such qualified investor agrees to dispose and effectively transfer the ownership of its TO Target Shares, in accordance with the terms and conditions provided in this Announcement, including all the rights inherent to them, free and clear of any judicial or extrajudicial lien or encumbrance, including rights of preference or priority of acquisition of

the TO Target Shares by any third parties, against payment of the TO Price, in accordance with the procedures of the BM&FBOVESPA.

4.6.1. TO Target Shares deposited in the BM&FBOVESPA's Central Depository: Qualified investors that want to sell their TO Target Shares in the TO must, through their custodial agent at the BM&FBOVESPA's Central Depository, transfer the TO Target Shares to portfolio 7104-8, as maintained by the BM&FBOVESPA's Central Depository exclusively for this purpose, by 13:00 hrs (São Paulo time) in the Auction Date.

4.7. Manifestation regarding Delisting of the Company: Owners of the Free Float Shares may manifest their agreement or disagreement with the Delisting, as follows.

4.7.1. Shareholders that want to sell their Shares: Shareholders duly qualified for the Auction, that want to sell their Shares, will automatically be manifesting their agreement with the Delisting, and there is no need for any additional procedure.

4.7.2. Shareholders that do not want to sell their Shares but that have expressly agreed with the Offer: Shareholders that agree with the Delisting, but do not want to sell their Shares, must expressly indicate their agreement. To do this, such shareholder must fill out 2 (two) copies of a form consenting to the deregistration as a publicly held company ("Tender Form"), which can be obtained on the website of the Intermediary Institution ([www.itaubba.com.br](http://www.itaubba.com.br) - at this website click on "See Itaú BBA's Public Offers" and then click on "Autometal Tender Offer for Acquisition of Common Shares - Tender Form") or of the Company (<http://autometal.foinvest.com.br> - at this website click on "Tender Form") stating their knowledge that: (i) their Shares will not be available for sale until the Settlement Date (as defined in item 5.5 below); and (ii) after delisting, it will not be possible to sell their Shares over the BM&FBOVESPA. This Tender Form should, after being filled out, be delivered to the respective Brokerage Company, by 18:00 hrs (São Paulo time) on the business day prior to the Auction Date, which, in turn, must deliver it to the Chief Operating Officer of the BM&FBOVESPA by 13:00 hrs (São Paulo time) on the Auction Date.

4.7.3. Dissenting Shareholders: The shareholders, duly qualified for the Auction, that do not sell their shares in the Auction and that have not manifested their agreement with the Delisting will be deemed to be opposed to the Delisting, without need, in either case, of any other procedure.

4.8. Shareholders Acceding to the TO: The Shares of the shareholders that do not qualify themselves to participate in the Auction or that do not expressly agree with the Delisting, will not be classified as "Free Float Shares" for verification purposes of the acceptance of 2/3 of the Free Float Shares for Delisting by CVM (item II, of article 16, of CVM Instruction 361). The acceptance of, at least, 2/3 of the Free Float Shares shall be calculated by adding selling orders

to the consenting manifestation with the Delisting. Moreover, in accordance with item 5.4 below, and article 22, §2<sup>nd</sup> of CVM Instruction 361, the number of the shares to be represented by the Brokerage Companies in the Auction and the total number of shares informed by them, will constitute the total Free Float Shares to calculate acceptance and agreement as mentioned in item II of article 16 of CVM Instruction 361.

4.9. Communication of Participation in the TO: The Offeror informs that, Gávea Investimentos Ltda., manager of funds and other investments vehicles, holders of approximately 7.9% of the total capital of the Company, on August 13, 2014, communicated the Offeror about its intention to participate in the TO with the conditions referred herein.

## **5. AUCTION PROCEDURES**

5.1. Auction: The Auction will be held at the BM&FBOVESPA on September 18, 2014, at 16:00 hrs (São Paulo time) ("Auction Date"), through the Electronic Trading System of the BOVESPA Segment of the BM&FBOVESPA. The Auction will obey the rules established by the BM&FBOVESPA, and the investors qualified according to item 4 above, that want to accept the TO and sell their TO Target Shares in the Auction must meet the requirements for trading shares on the BM&FBOVESPA.

5.2. Interference in the Auction: Interference to buy the entire lot of TO Target Shares in the Auction will be permitted, as long as the value of the first interference be at least 5% higher than the price paid for each TO Target Share and as long as the party interested in interfering discloses its intention to the market with 10 (ten) days in advance, under the terms of article 12, paragraph 4<sup>th</sup> and article 13 of CVM Instruction 361.

5.3. Acceptance Procedure for Brokerage Companies: By 13:00 hrs (São Paulo time) on the Auction Date, the Brokerage Companies that have met the qualification requirements set forth in item 4 of this Announcement shall register in the Electronic Trading System of the BM&FBOVESPA through the code AUTM3L, the offers of sale containing the quantity of TO Target Shares and the quantity of Shares held by qualified investors that will be represented by them in the Auction.

5.4. Change, Cancellation and Confirmation of the TO: By 13:00 hrs (São Paulo time) on the Auction Date, the Brokerage Companies representing qualified investors in accordance with item 4 above may register, amend or cancel the offers registered through the Electronic Trading System of the BM&FBOVESPA. After 13:00 hrs (São Paulo time) on the Auction Date and until the beginning of the Auction at 16:00 hrs (São Paulo Time), will be permitted only to cancel, reduce the amount or the price of sale of the offers. After the beginning of the Auction, offers will be deemed irrevocable and irreversible, being permitted reduce price only to the qualified investors, in the terms herein.

5.4.1. It is the responsibility of the Brokerage Company to register sales orders for which the corresponding TO Target Shares have been deposited in the portfolio mentioned in item 4.6.1 of this Announcement. The sales orders will be accepted until 13:00 hrs (São Paulo time) on the Auction Date. In the case that the TO Target Shares are not deposited in the portfolio described in item 4.6.1, the sales orders will be cancelled by the BM&FBOVESPA prior to the beginning of the Auction.

5.5. Settlement of the TO: The TO will be settled on the 3<sup>rd</sup> business day after the Auction Date, i.e., September 23, 2014 (the "Settlement Date") provided that, in case of exercise of the §2<sup>nd</sup> of article 10 of CVM Instruction 361, the settlement of the put period 3 (three) months counting from the Auction Date will be effective according item 5.10 of this Announcement. It will be the exclusive responsibility of the shareholder accepting the TO to take the necessary steps to guarantee that its custodian agent at the BM&FBOVESPA's Central Depository authorizes the transfer of the shares for settlement of the TO on the established date. A lack of authorization by the custodian agent for the delivery of the assets to the BM&FBOVESPA during the settlement process will result in the non-settlement of the portion of shares sold by such shareholder. In the case that the settlement process fails as a result of a lack of authorization to the custodian agent to transfer the shares to enable the timely settlement of the transaction, any costs or burden resulting from such failure will be the exclusive responsibility of the relevant shareholder.

5.6. Settlement Method: The financial settlement must be conducted in accordance with the rules established by the Compensation and Settlement Chamber of the BM&FBOVESPA pursuant to the gross settlement modality, as defined in Chapter VII of the Operating Procedures of the Settlement Chamber of the BM&FBOVESPA. The Compensation and Settlement Chamber of the BM&FBOVESPA will not act as the central counterparty guaranteeing the Auction, but rather will only act to facilitate settlement of the Auction in consonance with a TO, including receiving the TO Target Shares held by investors qualified under item 4 above.

5.7. Offeror's Obligation: Under the terms of the brokerage agreement executed between the Intermediary Institution and the Offeror, with the consent of Itaú Corretora as intervening party (the "Intermediation Agreement"), the settlement obligations of the Offeror as established in this Announcement will be effected by the Offeror and, in any case, the Offeror shall remain fully responsible for complying with all of its obligations in relation to the TO and as established in this Announcement.

5.8. Guarantee of Settlement: Under the terms of paragraph 4<sup>th</sup> of article 7<sup>th</sup> of CVM Instruction 361, and of the Intermediation Agreement, financial settlement will be guaranteed by the Intermediary Institution, including the acquisitions of the put period within the 3

months period counting from the Auction, according to article 10, §2<sup>nd</sup>, of CVM Instruction 361.

5.9. Costs, Brokerage Commissions and Emoluments: All costs, brokerage commissions and emoluments relating to the sale of the TO Target Shares will be borne by the respective investors qualified in the terms of item 4 above, and those relating to the purchase will be borne by the Offeror. Auction expenses, such as brokerage, emoluments and fees imposed by the BM&FBOVESPA, by the Clearing and Settlement House (*Câmara de Compensação e Liquidação*) and/or by the BM&FBOVESPA's Central Depository will follow the tables in effect at the time that the Auction is held and the other legal dispositions in effect.

5.10. End of Trading and Sale in the 3 Months Following the Auction: As set forth in Article 10, Paragraph 2<sup>nd</sup> of CVM Instruction 361, if, due to the TO, the Offeror comes to acquire more than 2/3 of the Free Float Shares during the 3 months following the Auction, i.e., from September 19, 2014 to December 19, 2014, any owners that want to sell their Shares to the Offeror may deliver a request to the custody of Itaú Corretora for such effect. The Offeror will acquire such Shares and will pay to its respective owners the TO Price, in Brazilian currency, adjusted by IPCA from the Settlement Date of the TO to the effective date of payment, which must occur within 15 days of an owner's request to sell its shares.

## **6. ADDITIONAL OBLIGATIONS AND RIGHTS**

6.1. Supervening Obligation: Under the terms of article 10, item I of CVM Instruction 361, the Offeror will pay to those that sell their Shares in the TO the larger of any difference between the TO Price that they receive for the sale of their Shares, adjusted by IPCA from the Settlement Date of the TO to the effective date of payment of the amount that would be owed, and adjusted for changes in the number of shares due to any stock dividends, bonuses, splits, reverse splits or conversions, and: (i) the value per share that would be owed, or that comes to be owed, if within 1 year of the Auction date something imposes, or comes to impose, the realization of a mandatory public tender offer, under the terms of article 2<sup>nd</sup>, items I to III, of CVM Instruction 361; and (ii) the value to which they would be entitled, if they were still Autometal shareholders and dissented from a Autometal resolution approving any corporate event that permits exercise of the right of withdrawal, when this event occurs within 1 year of the Auction Date.

6.1.1. At the date of this Announcement, the Offeror does not foresee: (i) anything that would require a new mandatory public tender offer for Autometal shares; and (ii) any corporate event that would afford shareholders owning the Shares withdrawal rights.

## **7. DELISTING**

7.1. Delisting by the CVM: If owners of Free Float Shares representing at least 2/3 of the Free Float Shares accept or agree with the Delisting at CVM (article 16, item II of CVM Instruction 361), and subject to the other conditions of this Announcement, the CVM will have 15 business days as of receipt of the Auction statements to verify compliance with the requirements established in articles 47 and 48 of CVM Instruction 480. After this period, the CVM will manifest itself regarding approval of the Delisting in 15 business days.

7.2. Novo Mercado's Withdrawal: If the conditions for delisting are met, the shares of issuance of Autometal will no longer be negotiated in the Novo Mercado in the following day to the Auction Date, being negotiated on the standard level of BM&FBOVESPA until the CVM's approval related to such delisting.

7.3. Squeeze-out: After conclusion of the TO, having met all conditions of the Delisting, the Offeror, in accordance with article 4, §5<sup>th</sup>, of the Brazilian Corporate Law may call an extraordinary shareholders meeting of Autometal to approve the squeeze out of the Shares, if they represent less than 5% of the total shares issued. The price of the squeeze out will be equivalent to the price paid on the Settlement Date, adjusted by the Brazilian Central Bank's *Taxa do Sistema Especial de Liquidação e Custódia*, as published by ANBIMA - *Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais* (the "SELIC Prime Rate") from the Settlement Date of the TO to the date of the effective payment of the squeeze out, which must occur within 15 days after the extraordinary shareholders meeting that approves the squeeze out and shall be made upon agencies of Banco Itaú S.A. Should the SELIC Prime Rate cease to exist or fail to be published for more than 30 days, the index that replaces it will apply. In the absence of this index, the average the SELIC Prime Rate over the last 12 months disclosed will apply.

## 8. APPRAISAL REPORT

8.1. Appraisal Report: According to the article 4<sup>th</sup>, §4<sup>th</sup>, of the Brazilian Corporate Law, article 8<sup>th</sup> of CVM Instruction 361 and item 10.1 of the Rules of Novo Mercado, the Appraiser prepared the Appraisal Report. The table below presents methodologies used on the Appraisal Report and the value per share.

<b>Summary of the Evaluation Methodology</b>	<b>Amount (R\$/Share)</b>
Volume-weighted average price of Autometal's shares over the 12-month period prior to the Material Fact Notice that disclosed the main terms of the TO.	17.7892
Volume-weighted average price of Autometal's	15.9293

shares over the 3-month period prior to the Material Fact Notice that disclosed the main terms of the TO.

Book equity value of the shares on March 31, 2014. 10.4823

Economic Value of the shares using the Discounted Cash Flow method on March 31, 2014 <sup>2</sup> .	Min	Max
	18.1	20.0

8.2. Methodology Applied: For purposes of evaluating the Company, the Appraiser considered the economic value determined by the discounted cash flow as the most appropriate methodology for determining the range of the fair price for the shares issued by Autometal.

8.3. Assumptions and Information Utilized for the Appraisal: For more information about the methodology applied, please see the Appraisal Report filed with CVM.

8.4. Representations of the Appraiser: The Appraiser represents in the Appraisal Report that: (i) holds, through the Equity Swap (as defined in item 13.7 below) and other agreements, directly or through its controlled entities or related parties, 1,137,800 shares issued by the Company, including swaps for itself or under its management; (ii) the methodology applied to determine the economic value of the shares was the discounted cash flow, being this criteria chosen by the Appraiser as the most convenient for determining the range of the fair price for the shares issued by Autometal, since this is the methodology that takes into consideration operational cash float discounted by its volume weighted capital average cost, with detailed forecast of its risk profile and cash generation of the Company; (iii) there is no interest conflict that reduces its necessary independency to develop its activities; (iv) received, net of expenses incurred by the Appraiser to prepare the Appraisal Report, the amount of R\$700,000.00, as Appraisal Report's fee preparation; and (v) except for the Appraisal Report preparation, did not receive from the Offeror or the Company, compensation for any consulting, evaluation, audit and similar services, in the 12 month period prior to the registry request of this TO.

8.5. Deadline for New Appraiser Request: The deadline for the holders of Shares request to the Company's management to call a Special Shareholders Meeting to approve the preparation of a new appraisal report, according to article 4<sup>th</sup>-A of the Brazilian Corporate

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<sup>2</sup> To access the quarterly financial information of the period ended in March 31, 2014 of Autometal at the website of: (i) the Company, type: <http://autometal.foinvest.com.br/ptb/891/AUTOMETAL0314-na.ITR.pdf>; (ii) of CVM, type: "Acesso Rápido", "Cias abertas e estrangeiras" - "ITR, DFP, IAN, IPE, FC. FR e outras Informações", fill in the name "Autometal S.A." and click on "Continuar" and, after, on the "ITR", where will be available the 2<sup>nd</sup> QTR/2014; (iii) of BM&FBOVESPA, type: <http://www.bmfbovespa.com.br/Cias-Listadas/Empresas-Listadas/ResumoInformacoesRelevantes.aspx?codigoCvm=22381&idioma=pt-br>

Law, begun on May 9, 2014, according to the material fact released by the Company on May 9, 2014, and ended on May 26, 2014, without any request being received by the Company.

## **9. AVAILABILITY OF THE APPRAISER REPORT AND INDEPENDENT REPORT**

9.1. Availability of the Appraiser Report: The appraiser mentioned in item 8.1 above is available to the possible interested individuals at the headquarters of the Offeror, at the headquarters of the Autometal, at the office of the Intermediary Institution, at BM&FBOVESPA and at CVM, as well as available at the following websites<sup>3</sup> [www.autometal.infoinvest.com.br](http://www.autometal.infoinvest.com.br), [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br), [www.itaubba.com.br](http://www.itaubba.com.br) and [www.cvm.gov.br](http://www.cvm.gov.br).

9.2. Independent Report: Notwithstanding the existence of the Appraisal Report, each shareholder of the Company must make an independent evaluation of the information contained in the Appraisal Report and in this Announcement and decide, using its own judgment, regarding the convenience and advantage of disposing of its TO Target Shares under the terms of this TO.

## **10. INFORMATION ABOUT AUTOMETAL**

10.1. Headquarters, Domicile and Corporate Purpose: The Company is a publicly held Company, headquartered in the City of Diadema, State of São Paulo. The corporate purpose of the Company is: (i) to maintain and manage the values of its subsidiaries or controlled companies, in the country or abroad; (ii) to manufacture and market components in the automotive segment, in the country or abroad; (iii) to operate in the metallic or plastic artifacts, machines and tools industry and market, in the country or abroad; (iv) to provide services to third-parties, provided that they are related to any of the business purposes; and (v) to obtain interest in other companies in the country or abroad.

10.2. History of Autometal and Development of its Activities: Autometal was incorporated in November 12, 1964 and registered with CVM as publicly held company in November 3<sup>rd</sup>, 2011. More information about the history and development of the activities of Autometal are available at CVM's website ([www.cvm.gov.br](http://www.cvm.gov.br)) and at Company's website ([www.autometal.infoinvest.com.br](http://www.autometal.infoinvest.com.br)).

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<sup>3</sup> To access the Appraisal Report at the website of the: (i) **Company**, type <http://autometal.infoinvest.com.br/>, where the Appraisal Report will be available; (ii) **CVM**, type: [www.cvm.gov.br](http://www.cvm.gov.br), "Acesso Rápido", "Cias abertas e estrangeiras" – "ITR, DFP, IAN, IPE, FC. FR e outras Informações", fill in the name "Autometal S.A." and click on "Continuar" and, after, on "Dados Econômico-Financeiros", where will be available the Appraisal Report; and (iii) **BM&FBOVESPA**, type: <http://www.bmfbovespa.com.br/Cias-Listadas/Empresas-Listadas/ResumoInformacoesRelevantes.aspx?codigoCvm=22381&idioma=pt-br>, click on "Dados Econômico-Financeiros", where will be available the Appraisal Report.



10.3. Shareholding Composition: Currently, the composition of shareholding participation in Autometal according to: (i) the reference form 2014 (version 4) ("Autometal's Reference Form")<sup>4</sup> and (ii) the forms of article 11 of CVM Instruction No. 358 of January 3<sup>rd</sup>, 2002, as amended, dated as of July 31, 2014<sup>5</sup> ("Form Art. 11"), is the following:

Shareholder	Number of common shares	% total
Controlling Shareholder (Offeror)	94,132,501	74.76
Management (directors and officers)	8	0
Shares in treasury	0	0
Free Float Shares	31,775,132	25.24
<b>Total</b>	<b>125,907,641</b>	<b>100</b>

10.4. Selected Consolidated Autometal Financial Indicators: According to Consolidated Financial Statements of Autometal for years ended in December 31, 2012 and 2013 ("Financial Statements") and to the quarterly financial information of the period ended in June 30, 2014 ("2<sup>nd</sup> QTR/2014"):

<i>(in thousand reais)</i> <i>except if differently stated</i>	2012	2013	June 30, 2014
Capital	900,188	900,188	900,188
Net Assets	1,139,502	1,295,190	1,304,251
Sales Net Revenue	1,613,063	2,553,136	1,927,954
Gross Profit	383,826	581,187	365,023
Net Profit	157,496	136,896	68,766
Liabilities ( <i>Passivo</i> )	1,326,261	2,922,272	2,904,727
Current Liabilities	505,206	1,335,975	1,274,561
Long Term Liabilities ( <i>exigível a longo prazo</i> )	821,055	1,586,297	1,630,166
Shares	125,907,641	125,907,641	125,907,641
Profit per Share (R\$)	1.2509	1.0873	0.5462
Book Value per Share (R\$)	9.050301	10.286826	10.3588
Liabilities/Net Liabilities (%)	116.39%	225.62%	222.71%
Profit/Net Asset (%)	13.82%	10.57%	5.27%

<sup>4</sup> To access Autometal's *Reference Form* at the website of the: (i) **Company**: type <http://autometal.infoinvest.com.br/ptb/s-12-ptb.html>, where will be available Reference Form; (ii) **CVM**, type: [www.cvm.gov.br](http://www.cvm.gov.br), "Acesso Rápido", "cias abertas e estrangeiras" – "ITR, DFP, IAN, IPE, FC. FR e outras Informações", fill in the name "Autometal S.A." and click on "Continuar" and after, on "Reference Form"; and (iii) **BM&FBOVESPA**, type: <http://www.bmfbovespa.com.br/Cias-Listadas/Empresas-Listadas/ResumoDemonstrativosFinanceiros.aspx?codigoCvm=22381&idioma=pt-br>, where will be available the Reference Form.

<sup>5</sup> To access the Form Art. 11, released at the website of the: (i) **Company**: type <http://autometal.infoinvest.com.br/ptb/s-14-ptb.html>, where is available the For Art. 11; (ii) **CVM**: type [www.cvm.gov.br](http://www.cvm.gov.br), "Acesso Rápido", "cias abertas e estrangeiras" – "ITR, DFP, IAN, IPE, FC. FR e outras Informações", fill in the name "Autometal S.A." e click on "Continuar" and then on "Valores Mobiliários negociados e detidos (art. 11of Instr. CVM nº 358)", where is available the Form. Art. 11; and (iii) **BM&FBOVESPA**, type <http://www.bmfbovespa.com.br/Cias-Listadas/Empresas-Listadas/ResumoInformacoesRelevantes.aspx?codigoCvm=22381&idioma=pt-br>, click on "Valores Mobiliários negociados e detidos (art. 11 of Instr. CVM nº 358)", where is available the Form Art. 11.

Profit/Net Revenue (%)	9.76%	5.36%	3.57%
Profit/realized capital (%)	17.50%	15.21%	7.64%

10.5. Financial Statements: Autometal's Financial Statements and 2<sup>nd</sup> QTR/2014 were prepared according Brazilian accounting practices and are available at the following websites<sup>6</sup>: [www.autometal.infoinvest.com.br](http://www.autometal.infoinvest.com.br), [www.cvm.gov.br](http://www.cvm.gov.br) and [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).

## 11. INFORMATION ABOUT THE OFFEROR

11.1. Headquarters, Domicile and Corporate Purpose: The Offeror is a company, headquartered in the City of Diadema, State of São Paulo and has as corporate purpose management of its own assets as well as holding activities.

11.2. History of the Offeror and Development of its Activities: CIE Autometal is a privately held company incorporated in October 28, 2003, under the laws of Brazil. CIE Autometal is controlled by CIE Automotive, a Spanish company listed in Madrid and Bilbao Stock Exchange, in Spain under ticker CIE.MC, incorporated in April 13, 1939, according to the Laws of Spain, headquartered in Bilbao, which corporate purpose consists in drawing, manufacturing and selling of automotive components.

11.3. Neither CIE Automotive or any of its affiliates (except the Offeror) is conducting any offer to acquire the Target TO Shares, or taking any responsibility by the obligations of the Offeror under this TO.

## 12. INFORMATION ABOUT THE INTERMEDIARY INSTITUTION

12.1. Shares owned by Intermediary Institution, its controlling entity and related parties: The Intermediary Institution, its controlling entity and related parties, according to article 7<sup>th</sup>, 5<sup>th</sup> paragraph, of CVM Instruction 361, states that has under its discretionary administration, 728.700 shares issued by the Company, up to the limit of relevant ownership of 5% of the total capital of the Company.

12.2. Caution and Diligence by the Intermediary Institution: The Intermediary Institution took all the precautions and acted with high standards of care to ensure that the information

<sup>6</sup> To access the Financial Statements and the 2<sup>nd</sup> QTR/2014 of Autometal at the website of the:

(i) **Company**, type: <http://autometal.infoinvest.com.br/ptb/832/autome13.dez-na.pdf>; [http://autometal.infoinvest.com.br/ptb/612/Autometal\\_societ%E1rio\\_2012\\_com%20ER.pdf](http://autometal.infoinvest.com.br/ptb/612/Autometal_societ%E1rio_2012_com%20ER.pdf); and <http://autometal.infoinvest.com.br/ptb/968/AUTOMETAL214.ITR.mod.pdf>; (ii) **CVM**, type: "Acesso Rápido", "Cias abertas e estrangeiras" – "ITR, DFP, IAN, IPE, FC, FR e outras Informações", fill in the name "Autometal S.A." and click on "Continuar" and, after, on "Dados Econômico-Financeiros", where will be available the Financial Statements, and on the "ITR", where will be available the 2<sup>nd</sup> QTR/2014; (iii) **BM&FBOVESPA**, type: <http://www.bmfbovespa.com.br/Cias-Listadas/Empresas-Listadas/ResumoInformacoesRelevantes.aspx?codigoCvm=22381&idioma=pt-br>, where will be available the Financial Statements and the 2<sup>nd</sup> QTR/2014.

provided by the Offeror is true, consistent, correct and sufficient, and is liable for omissions in this, its duty, and further, verified the sufficiency and quality of the information furnished to the market during the entire process of the TO, as needed for shareholders of the Company to make a decision, including periodical information prepared by Autometal, those information provided herein and in the Appraisal Report.

12.3 Reps and Warranties of the Intermediary Institution and Relationship between the Intermediary Institution and the Offeror: The Intermediary Institution represents that neither it nor its controlling entity or related parties: (i) has loans of securities issued by the Company; (ii) has exposure in derivatives referenced to securities of the Company; (iii) are party in agreements, pre agreements, option, letter of intention, or any other similar legal act dealing with acquisitions or sale of securities issued by the Company; (iv) in the 12 month period prior to the registry request of this TO, rendered an investment banking service, financial advising, credit transactions and other related services to the Offeror to the Company. The Intermediary Institution also represents that: (i) renders to the Offeror the intermediation services of this TO; and (ii) on this date, there is no other agreement, pre agreement, option, letter of intention, or any other similar legal act between the Offeror or its related parties and the Intermediary Institution or its related parties, dealing with acquisitions or sale of securities issued by the Company and there is no conflict of interest in the relationship between the Offeror, the Company and the Intermediary Institution that reduces its necessary independency to act as Intermediary Institution of the TO.

### 13. **OTHER INFORMATION**

13.1. Responsibility of the Offeror: The Offeror is responsible for the veracity, quality and sufficiency of the information furnished to the CVM and to the market, as well as for any damages caused to Autometal, its shareholders and third parties, for negligence or willful misconduct, by reason of the falsehood, inaccuracy or omission of such information.

13.2. Currency of the Registration as a Publicly Held Company: The Offeror represents hereby that Autometal's registration as a publicly held company is duly up-to-date in compliance with article 21 of Law 6.385.

13.3. Other Securities in Circulation: The Offeror states that in the date of this Announcement, there is no other security issued in Brazil by Autometal, that has been offered and currently in circulation. On July 15, 2014, was concluded the early redemption offer of 25,000 debentures of the 1<sup>st</sup> (First) Issue of Simple Debentures, Not Convertible into Shares, of an Unsecured Type, in Single Serie, for Public Distribution with Restricted Placement Efforts under CVM Instruction No 476 of January 16, 2009, as amended.

13.4. Private Trades: The Offeror represents, under the terms of article 10, item IV of CVM Instruction 361, that there were no material private trades in Autometal's shares as between independent parties, involving the Offeror or persons linked to it, over the last 12 months.

13.5. Absence of Undisclosed Material Facts or Circumstances: The Intermediary Institution and the Offeror represent that they have no knowledge of the existence of any undisclosed material facts or circumstances that could have a material influence on Autometal's results or on the price of the shares of its issuance

13.6. Loans of Securities Issued by the Company: The Offeror and its related parties were not, on the date of this Announcement, party of any loan agreements of securities issued by Autometal, as borrowers or lenders.

13.7. Derivatives Referenced to Securities of the Company: Except for the Equity Swap executed on August 15, 2013 ("Equity Swap") to swap financial results between the parties with the application of index on assets and liabilities used as reference, in which the Offeror has an exposure of 1,125,100 shares issued by the Company, the Offeror and persons linked to it were not, at the date of this Announcement, exposed to any derivatives referenced to securities issued by Autometal. The transactions under the Equity Swap are in its totality, resulting from transactions carried out before April 7, 2014, complying with article 15-A, III of CVM Instruction 361.

13.8. Trades involving shares issued by the Company, carried out by the Offeror or related parties, during the TO period: The Offeror represents that neither it nor its related parties acquires shares issued by the Company since the disclosure of the TO by means of the material fact of April 7, 2014, until the present date. If the Offeror or its related parties acquire, until the Auction Date, shares issued by the Company in a higher amount than the TO Price, the Offeror shall, within 24 hours, increase the TO Price, by means of change this Announcement in accordance with articles 15-B and 5<sup>th</sup> of CVM Instruction 361.

13.9. Contracts and Other Legal Acts Relating to Securities of the Company: Except for the communication from Gávea Investimentos Ltda. of item 4.9 herein, and the *Equity Swap* Agreement of item 13.7 above, the Offeror and related parties were not, on the date of this Announcement, to any contract, pre-contract, option, letter of intent or any other legal act disposing on the acquisition or alienation of securities issued by Autometal.

13.10. Related Party Transactions: Except for the transactions involving related parties described in the Financial Statements of the Company of the year ended on December 31, 2013, in the 2<sup>nd</sup> QTR/2014, and presented in item 16 of the Reference Form of Autometal<sup>7</sup>, it

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<sup>7</sup> To detailed access to the Financial Statements and the 2<sup>nd</sup> QTR/2014 of Autometal please see footnote of item 10.5 above. To detailed access to the Reference Form of Autometal please see footnote of item 10.3 above.

wasn't executed, in the last 6 months, any other agreement, pre-agreement, option, letter of intention or any other similar legal act between the Offeror or related persons and the Company, its managers or shareholders owners of at least 5% of the TO Target Shares or any related to such persons.

13.11. Access to the Appraisal Report, the TO Announcement, and the List of Shareholders:

The Appraisal Report, this Announcement and the list of Autometal's shareholders are available to any interested person (although the list of Autometal's shareholders will only be made available to interested parties that go to the addresses shown below and only upon identification and receipt signed by the interested party, as established in part "o" of Annex II of CVM Instruction 361, it being understood that the list of Autometal's shareholders will not be available on the websites of the Offeror, Autometal, the Intermediary Institution, the BM&FBOVESPA or the CVM) at the addresses shown below<sup>8 9</sup>.

**AUTOMETAL S.A.**

Avenida Fagundes de Oliveira, No. 1650, Zip Code 09950-905  
Diadema - SP  
[www.autometal.infoinvest.com.br](http://www.autometal.infoinvest.com.br)

**CIE AUTOMETAL S.A.**

Avenida Fagundes de Oliveira, No. 1650, suite 01  
Diadema – SP

**BANCO ITAÚ BBA S.A.**

Avenida Brigadeiro Faria Lima, No. 3500, floors 1, 2, 3 (part), 4 and 5  
São Paulo - SP  
[www.itaubba.com.br](http://www.itaubba.com.br)

**COMISSÃO DE VALORES MOBILIÁRIOS**

Rua Cincinato Braga, No. 340, 2<sup>nd</sup> floor, Centro, São Paulo - SP  
Rua Sete de Setembro, No. 111, 2<sup>nd</sup> floor- "Centro de Consultas", Rio de Janeiro - RJ  
[www.cvm.gov.br](http://www.cvm.gov.br)

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

Praça Antonio Prado, No. 48, 2<sup>nd</sup> floor

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<sup>8</sup> To detailed access to the Appraisal Report, please see footnote of item 9.1. above.

<sup>9</sup> To access the present Announcement at the websites of the: (i) **Company**, type: <http://autometal.infoinvest.com.br>, where will be available the Announcement; (ii) **CVM**, type: "Acesso Rápido", "Cias abertas e estrangeiras" – "ITR, DFP, IAN, IPE, FC. FR e outras Informações", fill in the name "Autometal S.A." and click on "Continuar" and after, on "OPA – Edital de Oferta Pública de Ações"; and (iii) **BM&FBOVESPA**, type: <http://www.bmfbovespa.com.br/Cias-Listadas/Empresas-Listadas/ResumoInformacoesRelevantes.aspx?codigoCvm=22381&idioma=pt-br>, click on "OPA – Edital de Oferta Pública de Ações", where will be available the Announcement.

13.12. Identification of Legal Advisors:

Legal Advisors for the Offeror

**Tauil & Chequer Advogados**

Mrs. Carlos Motta and Paula Magalhães

Av. Presidente Juscelino Kubitschek, 1455, 5th and 6th floors

Zip Code 04543-011

São Paulo – SP

Legal Advisors for the Intermediary Institution

**Barbosa, Müssnich & Aragão Advogados**

Mr. Rafael D'Avila Dutra

Av. Presidente Juscelino Kubitschek, 1455, 10th floor

Zip Code 04543-011

São Paulo – SP

13.13. Shareholder Services: Owners of the TO Target Shares will be attended to by the investor relations department of the Offeror, at telephone +55 11 4070-8298 or by e-mail: ri@autometal.com.br.

13.14. Registration with the CVM: This TO was previously submitted for the analysis of the CVM and was registered on August 14, 2014, under number CVM/SRE/OPA/CAN/2014/004.

13.15. Recommendation to Shareholders/Investors: The tax law and regulations currently in force do not establish a specific regime applicable to gains derived from TO transactions. Taxation applicable to shareholders/investors (including primarily the taxation applicable to CMN Resolution 2689 Investor that opts for this type of investment in Brazil), may be subject to interpretation by the Brazilian Internal Revenue Service (*Secretaria da Receita Federal do Brasil*). Given that shareholders/investors are solely responsible for any potential tax resulting from their participation in and acceptance of the TO, shareholders/investors should consult their own tax and legal advisors before deciding to join in the TO and participate in the Auction in order to determine the legal and tax implications of such participation and acceptance. Neither the Offeror nor the Intermediary Institution will be responsible for any legal or tax issues resulting therefore that may negatively affect the shareholders/investors.

13.16. Certain affirmations contained in this Announcement may constitute forward-looking statements and estimates. The use of any expressions like “believe,” “expect,” “can,” “may,” “intend” and “estimate” and similar expressions are intended to identify forward-looking

statements. However, estimates and forward-looking statements may not be identified by such expressions. In particular, this Announcement contains estimates and forward-looking statements relating, but not limited, to the procedure to be followed to consummate the TO, the deadlines for the various steps to be followed in the context of the TO, and actions expected of the Offeror, the Company and certain third parties, including the Brokers, in the context of the TO. Estimates and forward-looking statements are subject to risks and uncertainties, including, but limited to, the risk that the parties involved in the TO fail to foment the requirements necessary to conclude the TO. Estimates and forward-looking statements are also based on presumptions that, to the extent considered reasonable by the Offeror, are subject to uncertainties relating to the relevant businesses and economic and competitive aspects. The presumptions of the Offeror contained in this Announcement, which may prove to be incorrect, include, but are not limited to, presumptions that the laws and rules of the capital markets applicable to the TO will not be changed before the conclusion of the TO. Except to the extent required by law, the Offeror does not assume any obligation to update the estimates and prospective statements contained in this Announcement

**August 18, 2014.**

**CIE AUTOMETAL S.A.**

**Offeror**

**BANCO ITAÚ BBA S.A.**

**Intermediary Institution**



This public offering/program was prepared in accordance with the norms of the Regulations and Best Practices for Public Offerings for Distribution and Acquisition of Securities, and thus this public offering/program complies with the minimum information standards required by the ANBIMA. ANBIMA is not responsible for any such information, the quality of the issuer and/or offerors, the participating institutions or the securities that are the object of the public offering/program. This seal does not imply an investment recommendation. The registration or prior analysis of this distribution does not imply, on the part of the ANBIMA, a guarantee of the veracity of the information provided or judgment regarding the quality of the issuing company, nor regarding the securities to be distributed.

**READ CAREFULLY THIS ANNOUNCEMENT AND THE APPRAISAL REPORT BEFORE ACCEPT THE TO.**

**THE CVM APPROVAL OF THE PETITION TO REGISTER THIS PUBLIC TENDER OFFER FOR SHARES IS ONLY INTENDED TO GUARANTEE ACCESS TO THE INFORMATION PROVIDED, AND DOES NOT IMPLY, ON THE PART OF THE CVM, A GUARANTEE OF THE VERACITY OF THIS INFORMATION, NOR JUDGMENT REGARDING THE QUALITY OF THE ISSUING COMPANY OR THE PRICE OFFERED FOR THE SHARES THAT ARE THE OBJECT OF THE TO.**