

ODONTOPREV S.A.

Corporate Taxpayer's ID (CNPJ) 58.119.199/0001-51

Corporate Registry ID (NIRE) 35.300.156.668

PUBLICLY HELD COMPANY

**NOTICE TO THE MARKET
INTEREST ON CAPITAL PAYMENT**

Odontoprev S.A. ("Company"), hereby informs that The Board of Directors approved today the following IOC distribution:

- 1.** Record date of December 16th, 2014.
- 2.** Total amount: R\$7,792,833.83, corresponding to R\$0.014780234 per share, excluding 4,047,794 treasury shares.
 - 2.1.** The distribution of interest on capital is subject to the Brazilian income tax rate of 15%, except for shareholders who are exempt, immune or located in countries which the law establishes different rates.
 - 2.2.** Shareholders exempt or immune shall send the documentation, until December 30th, 2014, to Banco Bradesco S.A Shares and Debentures Unit (Unidade de Ações e Debêntures), Cidade de Deus, Vila Yara, São Paulo, State of São Paulo, ZIP code 06029-900.
 - 2.3.** Total amount, net of taxes: R\$6,623,908.76 corresponding to R\$0.012563199 per share, except for payments to exempt, immune shareholders or located in countries which the law establishes different rates.
- 3.** Accounting date: the Company shall account credits corresponding to the IOC on December 31st, 2014.
- 4.** Payment Date: January 7th, 2015.
- 5.** Company's shares will be traded ex-IOC from December 17th, 2014.

The IOC, net of tax, will be added to the mandatory dividend relative to the fiscal year of 2014, in accordance with the Article 9, Paragraph 7, Law 9.249/95, item III, and CVM Instruction 683/12, Paragraph 5, Article 28 of the Company's Bylaws.

The payment will be made to the bank account informed to Banco Bradesco S.A.

Shareholders whose registrations do not include the Individual or Corporate Taxpayer ID (CPF or CNPJ, respectively), nor information regarding "Bank/Branch/Current Account," shall be paid from the third business day from the date of registrations update at the files of Banco Bradesco S.A., which may be done at any Bradesco branch.

Payments related to shares deposited at the BM&FBovespa's custody, will be credited to that entity, and the deposit will be transferred to the amount to the shareholders.

Barueri, December 16th, 2014.

José Roberto Borges Pacheco

Investor Relations Officer