

**ARTERIS S.A.**

Corporate Taxpayers' ID (CNPJ): 02.919.555/0001-67

Company Registry (NIRE): 35300322746

**Publicly-Held Company**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING  
HELD ON JUNE 4, 2014**

1. **Date, Time and Venue:** June 4, 2014, at 10:00 a.m., at the headquarter of Arteris S.A. ("Company"), at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, in the city and state of São Paulo.
2. **Call Notice and Attendance:** The members of the Company's Board of Directors were duly called, as per paragraph 1 of Article 10 of the Company's Bylaws. Messrs. David Antonio Diaz Almazán, Marcos Pinto Almeida, Sérgio Silva de Freitas, Pedro Wongtschowski, Benjamim Michael Vaughan, Luiz Idefonso Simões Lopes and José Carlos Ferreira de Oliveira Filho attended the meeting. Messrs. Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, Marta Casas Caba and Luis Deulofeu Fuguet attended via conference call.
3. **Presiding:** Chairman: José Carlos Ferreira de Oliveira Filho  
Secretary: Maria de Castro Michielin
4. **Agenda:**
  - 4.1 To approve and ratify the execution of a Private Loan Agreement, on May 9, 2014, by the Company, as the borrower, with Autopista Litoral Sul S.A., a corporation duly incorporated under the laws of Brazil, headquartered at Avenida Santos Dumont, nº 935, Edifício Neogrid, 02º andar, in the city of Joinville, state of Santa Catarina, inscribed in the roll of corporate taxpayers (CNPJ) under no. 09.313.969/0001-97, totaling thirty-five million reais (R\$35,000,000.00), at an interest rate of one point four percent (1.4%) per year, plus the DI rate.

- 4.2 To approve and ratify the execution of a Private Loan Agreement, on May 9, 2014, by the Company, as the borrower, with Centrovias Sistemas Rodoviários S.A., a corporation duly incorporated under the laws of Brazil, headquartered at Rodovia Washington Luis (SP 310), Km 216,8, Pista Sul, in the city of Itirapina, state of São Paulo, inscribed in the roll of corporate taxpayers (CNPJ) under no. 02.555.926/0001-79, totaling ten million reais (R\$10,000,000.00), at an interest rate of one point four percent (1.4%) per year, plus the DI rate, for three (3) years;
- 4.3 To approve and ratify the execution of a Private Loan Agreement, on May 15, 2014, by the Company, as borrower, with Autopista Fluminense S.A., a corporation duly incorporated under the laws of Brazil, headquartered at Avenida São Gonçalo, nº 100, unidade 101, Boa Vista, in the city of São Gonçalo, state of Rio de Janeiro, inscribed in the roll of corporate taxpayers (CNPJ) under no. 09.324.949/0001-11, totaling twenty million reais (R\$20,000,000.00), at an interest rate of one point four percent (1.4%) per year, plus the DI rate, for three (3) years; and
- 4.4 To approve and ratify the execution of a Private Loan Agreement, on May 20, 2014, by the Company, as the borrower, with Centrovias Sistemas Rodoviários S.A., a corporation duly incorporated under the laws of Brazil, headquartered at Rodovia Washington Luis (SP 310), Km 216,8, Pista Sul, in the city of Itirapina, state of São Paulo, inscribed in the roll of corporate taxpayers (CNPJ) under no. 02.555.926/0001-79, totaling forty million reais (R\$40,000,000.00), at an interest rate of one point four percent (1.4%) per year, plus the DI rate, for three (3) years;
- 4.5 Other matters of the Company's interest.
5. **Resolutions:** The Board members unanimously resolved:
  - 5.1 To approve the matters in items 4.1 to 4.4 on the Agenda, ratifying all the agreements entered into described therein;
  - 5.2 To analyze the trends for the Company's business in regard to other matters of the Company's interest; and
  - 5.3 To approve the drawing up of these minutes in summary format, pursuant to Article 130, paragraph one of Law 6404/76.

6. **Closure:** There being no other issues to address, these minutes were drawn up, read, found in compliance and signed by all the Board of Directors' members present: **Presiding:** José Carlos Ferreira de Oliveira Filho, Maria de Castro Michielin; **Board Members:** Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, David Antonio Diaz Almazán, Marta Casas Caba, Luis Deulofeu Fuguet, Marcos Pinto Almeida, Luiz Ildefonso Simões Lopes, Benjamim Michael Vaughan, Sérgio Silva de Freitas, José Carlos Ferreira de Oliveira Filho and Pedro Wongtschowski.

June 04, 2014

*This is a free English translation of the original minutes drawn up in the Company's record book 6, pages 02 to 05*

**Maria de Castro Michielin**  
Secretary