

ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Publicly-Held Company

**MINUTES OF THE FISCAL COUNCIL'S MEETING
HELD ON FEBRUARY 24, 2014**

1. **Date, Time and Venue:** February 24, 2014, at 6:00 p.m., at the headquarters of Arteris S.A. ("Company"), located at Rua Joaquim Floriano, nº 913, 6º andar, in the city and state of São Paulo.
2. **Call Notice and Attendance:** The Fiscal Council's Meeting was called as per the Fiscal Council's Charter. The following members of the Company's Fiscal Council attended the meeting: Ronaldo Fiorini, Luiz Fonseca de Souza Meirelles Filho, Carlos Eduardo de Abreu Sodré, Eduardo Cysneiros de Moraes and Frederico Tardin Vita.
3. **Presiding:** Chairman: Ronaldo Fiorini
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To examine Management's annual report and the Board of Executive Officers' accounts for the fiscal year ended December 31, 2013;
 - 4.2 To examine the financial statements and the independent auditors' report for the fiscal year ended December 31, 2013.
5. **Resolutions:** The Fiscal Council unanimously resolved :
 - 5.1 After the Board of Executive Officers presented Management's annual report, the Board of Executive Officers' accounts, information on the Company's performance in the fiscal year ended December 31, 2013, the Fiscal Council members unanimously decided, pursuant to article 163, items II and VII

of Law 6404/76 to approve (i) Management's annual report; (ii) the Board of Executive Officers' accounts and (iii) the Company's financial statements for the fiscal year ended December 31, 2013, recommending their approval by the Annual Shareholders' Meeting, pursuant to Exhibit I to these Minutes.

6. **Closure:** There being no further business to discuss, these minutes were drawn up, read and signed by all those present. **Presiding:** Ronaldo Fiorini e Maria de Castro Michielin; Council members: Ronaldo Fiorini, Luiz Fonseca de Souza Meirelles Filho, Carlos Eduardo de Abreu Sodré, Eduardo Cysneiros de Moraes and Frederico Tardin Vita.

São Paulo, February 24, 2014.

*"This is a free translation of the original minutes
drawn up in the Company's records"*

Maria de Castro Michielin

Secretary

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EXHIBIT I

FISCAL COUNCIL'S OPINION

At a meeting held on this date, at 6:00 p.m., the members of the Fiscal Council of **ARTERIS S.A.** ("Company"), pursuant to Article 163 of Law 6404/76, after examining Management's proposal and the documents submitted for analysis on this date and considering the unqualified report issued by the independent auditors BDO Auditores Independentes, unanimously **recommended** the approval by the Company's Annual Shareholders' Meeting to be held on April 23, 2014 and, based on Management's Report and the Financial Statements for the fiscal year ended December 31, 2013 (said documents having been certified by the presiding board and filed at the Company's headquarters as Documents 1, 2 and 3, respectively), the allocation of net income totaling four hundred and twenty-six million, nine hundred and seventy thousand, one hundred and seventy-four reais and fifty-nine centavos (R\$426,970,174.59), **(i)** twenty-one million, three hundred and forty-eight thousand, five hundred and eight reais and seventy-three centavos (R\$21,348,508.73) of which, equivalent to 5% of annual net income, to the legal reserve, pursuant to the law and the Company's Bylaws; **(ii)** one hundred and one million, four hundred and five thousand, four hundred and sixteen reais and forty-seven centavos (R\$101,405,416.47), equivalent to 25% of annual net income, to the payment of mandatory dividends for 2013, pursuant to Article 22 of the Company's Bylaws, seventy-nine million, two hundred and twenty-two thousand, two hundred and twenty-one reais and twenty centavos (R\$79,222,221.20) of were paid on December 12, 2013, with twenty-two million, one hundred and eighty-three thousand, one hundred and ninety-five reais and twenty-seven centavos (R\$22,183,195.27) remaining to be paid to the Company's shareholders; **(iii)** one hundred and one million, four hundred and five thousand, four hundred and sixteen reais and forty-seven centavos (R\$101,405,416.47) to the payment of additional dividends; and **(iv)** two hundred and two million, eight hundred and ten thousand, eight hundred and thirty-two reais and ninety-three centavos (R\$202,810,832.93) to the legal reserve to meet the budget duly prepared by the Board of Executive Officers, which was submitted for appreciation and approved by the Company's Fiscal Council and shall be submitted for approval by the Company's Board of Directors, pursuant to Article 196 of Law 6404/76.

Nevertheless, if the hereby proposed allocations are approved without qualifications, the profit reserves will exceed the capital stock and will be in non-compliance with the limit in Article 199 of Law 6404/76. As a result, the Fiscal Council members also recommend the capitalization of part of the balance of reserves that exceeds the Company's capital stock, totaling an estimated one hundred and one million, four hundred and five thousand, four hundred and sixteen reais and forty-seven centavos (R\$101,405,416.47).

São Paulo, February 24, 2014.

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Maria de Castro Michielin

Secretary