

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 OCTOBER 30, 2014**

1. **Date, Time and Venue:** October 30, 2014, at 11:00 a.m., at the headquarters of Arteris S.A. ("Company"), located 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. David Antonio Diaz Almazán, José Carlos Ferreira de Oliveira Filho, Marcos Pinto Almeida, Pedro Wongtschowski, Luiz Ildfonso Simões Lopes and Benjamim Michael Vaughan attended the meeting. Sérgio Silva de Freitas and Luis Deulofeu Fuguet granted powers to José Carlos Ferreira de Oliveira Filho and Marta Casas Caba, respectively, to represent them at the meeting. Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro and Marta Casas Caba attended via conference call.
3. **Presiding Board:** Chairman: José Carlos Ferreira de Oliveira Filho
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To ratify the Company's Code of Professional Ethics;
 - 4.2 To approve the execution, with the company Serviabertis S.L., of the IT maintenance service Agreement for the SAP corporate management software, totaling R\$2,624,040.00;
 - 4.3 To approve and ratify the granting of suretyships in favor of Autopista Litoral Sul S.A., in the Guarantee Insurance Policy no. 059912014005107750007600000000, entered into on October 23, 2014, with Swiss Re Corporate Solutions Brasil Seguros S/A, totaling fifty-four million,

eight hundred twenty-eight thousand and one reais and eighty centavos (R\$54,828,001.80), in the Judicial Guarantee Insurance modality, with the purpose of guaranteeing the payment of the total debit due to Notice of Infraction no. 659.287-D, including the principal, fines, interest, monetary restatement and legal additions, object of the annulment action, lawsuit no. 5004350-13.2014.404.7208, under course in the 2nd Federal District Court of the Itajaí Judicial Subsection (Santa Catarina);

- 4.4 To approve and ratify the execution, by Autopista Fernão Dias S.A., Autopista Fluminense S.A., Autopista Litoral Sul S.A. and Autopista Regis Bittencourt S.A. of the adjustment agreement, with the National Ground Transportation Agency (ANTT), due to administrative proceedings which may lead to sanctions for possible non-conformities, brought by the ANTT, from the beginning of the concessions until September 22, 2014, totaling twenty-eight million and two hundred thousand reais (R\$28,200,000.00), thirty-one million and two hundred thousand reais (R\$31,200,000.00); fifty-two million and nine hundred thousand reais (R\$52,900,000.00), and twenty-nine million reais (R\$29,000,000.00), respectively, and whose purpose is the execution of new works not envisaged in the concession agreement;
- 4.5 To approve the execution, by Concessionária de Rodovias do Interior Paulista S.A. (“Intervias”), of the 4th issue of simple, non-convertible, unsecured debentures, in two series, issued by Intervias (“Debentures”), for public distribution with restricted placement efforts, in accordance with CVM Instruction 476, of January 16, 2009, as amended, totaling three hundred and seventy-five million reais (R\$375,000,000.00), maturing in five (5) years as of the issue date. The first series debentures will be remunerated based on the accumulated variation of one hundred percent (100%) of the DI daily average rate, exponentially accrued of a spread or surcharge of one point ten percent (1.10%) per year, *pro rata temporis*, and the second series debentures will be remunerated at a prefixed interest rate of up to zero point two five percent (0.25%) per year, plus the internal rate of return of the National Treasury Note, maturing in 2019, plus the monetary restatement calculated by the Extended Consumer Price Index calculated and disclosed by the Brazilian Geography and Statistics Institute (IBGE) (“IPCA”), *pro rata temporis*;
- 4.6 To rectify item 4.6 of the agenda of the minutes of the Board of Directors’ Meeting held on July 31, 2014, at 10:00 a.m., to include the correct date of the execution of the Private Loan Agreement, with Autopista Regis Bittencourt S.A., occurred on July 07, 2014;

- 4.7 To rectify item 5.6 of the Resolution of the minutes of the Board of Directors' Meeting held on April 30, 2014, at 10:00 a.m., to include the correct address of the Company's branch office in Brasília: SHS QUADRA 06 - CONJUNTO A - BLOCO A - SALA 608 - EDIFÍCIO BRASIL XXI – ASA SUL – BRASILIA – DF – CEP 70316-000;
- 4.1 To resolve on the approval of the distribution of interim dividends of zero point two three centavos of real (R\$0.23) per common share, totaling seventy-nine million, two hundred twenty-two thousand, two hundred and twenty-one reais and twenty centavos (R\$79,222,221.20), *ad referendum* of the Shareholders' Meeting which approves the accounts of fiscal year 2014; and
- 4.2 Other matters of interest to the Company.
5. **Resolution:** The Board members unanimously resolved the following:
- 5.1 After the Company's Management analyzed Brazil's prevailing legislation and regulations, the Executive Officers proposed and the Board Members ratified all the provisions in the Company's Code of Professional Ethics;
- 5.2 With relation to item 4.2 of the Agenda, the Management affirms that it analyzed the market's costs and services, concluding that the prices and services offered by Serviabertis S.L are in line with market prices. As a result, the Board of Directors resolved to approve the service and maintenance agreement in item 4.2 of the Agenda;
- 5.3 To approve the matters in items 4.3 to 4.5 of the Agenda, ratifying and approving all the contracting described therein;
- 5.4 To rectify item 4.6 of the Agenda of the minutes of the Board of Directors' Meeting held on July 31, 2014, at 10:00 a.m., to include the correct date of the execution of the Private Loan Agreement, with Autopista Regis Bittencourt S.A., occurred on July 07, 2014, with item 4.6 having the following reading:

To approve and ratify the execution of a Private Loan Agreement, on July 07, 2014, by the Company, as the borrower, with Autopista Regis Bittencourt S.A., a corporation duly incorporated under the laws of Brazil, headquartered at SP 139, nº 226, São Nicolau, in the city of Registro, state of São Paulo, inscribed in the roll of corporate taxpayers (CNPJ) under

no. 09.336.431/0001-06, 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, and maturing in three (03) years

- 5.5 To rectify item 5.6 of the Resolution of the minutes of the Board of Directors' Meeting held on April 30, 2014, at 10:00 a.m., to include the correct address of the Company's subsidiary in Brasília: SHS QUADRA 06 - CONJUNTO A - BLOCO A - SALA 608 - EDIFÍCIO BRASIL XXI – ASA SUL – BRASILIA – DF – CEP 70316-000, with item 5.6 having the following reading:

To approve the change of the address of the Company's branch office in Brasília as follows: SHS QUADRA 06 – CONJUNTO A – BLOCO A – SALA 608 – EDIFÍCIO BRASIL XXI – ASA SUL – BRASILIA – DF – CEP 70316-000, inscribed in the corporate taxpayers' ID (CNPJ) under number 02.919.555.0002-48 and Company Registry (NIRE) 53900290301

- 5.6 In accordance with Article 20, paragraph 1, of the Company's Bylaws, the Shareholders' Meeting which approves the results of fiscal year 2014 approved ad referendum the distribution of interim dividends of zero point two three centavos of real (R\$0.23) per common share, totaling seventy-nine million, two hundred twenty-two thousand, two hundred and twenty-one reais and twenty centavos (R\$79,222,221.20), calculated against the Profit Retention Reserve on December 31, 2014. The interim dividends approved herein will be imputed to the minimum mandatory dividends related to fiscal year 2014, and paid based on the shareholding position of October 30, 2014. Company shares will be traded ex-dividend rights as of October 31, 2014. The payment of interim dividends will be executed until November 30, 2014;
- 5.7 To analyze the trends for the Company's business in regard to other matters of the Company's interest; and
- 5.8 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 further matters to address, the Minutes were drawn up, read, approved and signed by all members of the Board of Directors present: **Presiding Board:** José Carlos Ferreira de Oliveira Filho, Maria de Castro Michielin; **Board members:** José Carlos Ferreira de Oliveira Filho, David Antonio Diaz Almazán, Marcos Pinto Almeida, Sérgio Silva de Freitas, Pedro Wongtschowski, Luiz Ildefonso Simões Lopes, Luis Deulofeu Fuguet, Benjamim

Michael Vaughan, Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro and
Marta Casas Caba.

São Paulo, October 30, 2014.

*“This is a free English translation of the original minutes drawn up in the Company’s record no. 6,
pages 25, 26, 27, 28 and 29”*

Maria de Castro Michielin
Secretary