

ARTERIS S.A.

Corporate Taxpayers' 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 NOVEMBER 5, 2014

1. **Date, Time and Venue:** November 5, 2014, at 12:00 p.m., at the Company's headquarters, at Avenida Presidente Juscelino Kubistchek, 1455, 9º 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: Luiz Fernando Parente, Domingos Aparecido Maia, Evelyn Joerg, Luiz Gustavo Rodrigues Pereira (alternate) and Frederico Tardin Vita (alternate).

3. **Presiding Board:** Chairman: Luiz Fernando Parente
Secretary: Maria de Castro Michielin

4. **Agenda:**
 - 4.1. To analyze and discuss the Financial Statements, Independent Auditor's Report and the Notes to the Financial Statements for Third Quarter of 2014.

5. **Resolutions:**
 - 5.1. The members of the Fiscal Council analyzed and discussed the Financial Statements, Independent Auditor's Report and Notes to the Financial Statements for the Third Quarter of 2014, as per Article 163, item VI of Law 6404/76.
 - 5.1.1. After discussing the matter, the members of the Fiscal Council agreed on the Financial Statements, Independent Auditor's Report and Notes to the Financial Statements for the Third Quarter of 2014.

6. **Closure:** There being no further business to discuss, the meeting was adjourned to draw up these minutes, which were then read, approved and signed by all those presents.

São Paulo, November 5, 2014.

“This is a free translation of the original minutes drawn up in the Company’s records”

Maria de Castro Michielin

Secretary