

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 BOARD OF DIRECTORS' MEETING
HELD ON JANUARY 30, 2014**

1. **Date, Time and Venue:** January 30, 2014, at 08:30 a.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 members of the Company's Board of Directors were duly called, as per paragraph 1 of Article 10 of the Company's Bylaws. Messers. Francisco José Aljaro Navarro, David Antonio Diaz Almazán, Marta Casas Caba, Luis Deulofeu Fuguet, Marcos Pinto Almeida, Benjamim Michael Vaughan, Pedro Wongtschowski, Sérgio Silva de Freitas and José Carlos Ferreira de Oliveira Filho attended the meeting; Mr. Francisco Miguel Reynes Massanet justified his absence, having been represented by Marta Casas Caba, and Mr. Luiz Ildelfonso Simões Lopes justified his absence, having been represented by Benjamin Michael Vaughan. The proxy instruments are duly filed at the Company's headquarters. Mr. Benjamim Michael Vaughan participated via conference call.
3. **Presiding:** Chairman: José Carlos Ferreira de Oliveira Filho
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To present the Company's business and share price trends as well as investor relations information;
 - 4.2 To approve and ratify the execution of a Private Loan Agreement, on September 18, 2013, by the Company, as the 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 seven percent (1.7%) per year, plus the DI rate.
 - 4.3 To approve and ratify the execution of a Private Loan Agreement, on December 30, 2013, by the Company, as the borrower, with Autopista Planalto Sul S.A., a corporation duly incorporated under

the laws of Brazil, headquartered at Avenida Afonso Petschow, nº 4040, Bairro Industrial, in the City of Rio Negro, State of Paraná, inscribed in the roll of corporate taxpayers (CNPJ) under no. 09.325.109/0001-73, totaling twenty million reais (R\$20,000,000.00), at an interest rate of one point seven percent (1.7%) per year, plus the DI rate.

- 4.4 To approve and ratify the execution of a Private Loan Agreement, on January 15, 2014, by the Company, as the borrower, with Autopista Fernão Dias S.A., a corporation duly incorporated under the laws of Brazil, headquartered at Rodovia Fernão Dias, BR 381 – Km 850, Pista Norte, S/N – Quadra 19, Setor Industrial, in the city of Pouso Alegre, state of Minas Gerais, inscribed in the roll of corporate taxpayers (CNPJ) under no. 09.326.342/0001-70, totaling forty-five million reais (R\$45,000,000.00), at an interest rate of one point seven percent (1.7%) per year, plus the DI rate.
 - 4.5 To approve and ratify the execution of a Private Loan Agreement, on January 15, 2014, by the Company, as the 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 seven percent (1.7%) per year, plus the DI rate;
 - 4.6 To approve and ratify the execution of a Private Loan Agreement, on January 24, 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 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; and
 - 4.7 Other matters of the Company's interest.
5. **Resolutions:** The Board members unanimously resolved:
- 5.1 To monitor and discuss the Company's business and share price trends as well as investor relations information through a presentation by the Company's Board of Executive Officers;
 - 5.2 To approve the matters in items 4.2 to 4.6 on the Agenda, ratifying all the agreements entered into described therein;
 - 5.3 To analyze the trends for the Company's business in regard to other matters of the Company's interest; and

5.4 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 (represented by Marta Casas Caba), Francisco José Aljaro Navarro, David Antonio Diaz Almazán, Marta Casas Caba, Marcos Pinto Almeida, Luiz Ildfonso Simões Lopes (represented by Benjamim Michael Vaughan), Benjamim Michael Vaughan, Sérgio Silva de Freitas and José Carlos Ferreira de Oliveira Filho.

São Paulo, January 30, 2014.

*This is a free English translation of the original minutes drawn up in the Company's record book 5,
pages 77 to 79*

Maria de Castro Michielin

Secretary