

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 FEBRUARY 24, 2015**

1. **Date, Time and Venue:** February 24, 2015, at 10:00 a.m. at the headquarters of Arteris S.A. ("Company") at Avenida Presidente Juscelino Kubitschek, 1455 9º andar, in the city and state of São Paulo.

1. 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:** Chairman: Luiz Fernando Parente
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, 2014;
 - 4.2 To examine the financial statements and the independent auditors' report for the fiscal year ended December 31, 2014.

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 and the information on the Company's performance in the fiscal year ended December 31, 2014, pursuant to article 163, items II and VII of Law 6404/76, the Fiscal Council members unanimously and favorably decided on (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, 2014, 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: Luiz Fernando Parente and Maria de Castro Michielin; Fiscal Council members: Luiz Fernando Parente, Domingos Aparecido Maia, Evelyn Joerg, Luiz Gustavo Rodrigues Pereira (alternate) and Frederico Tardin Vita (alternate).

São Paulo, February 24, 2015.

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

Maria de Castro Michielin

Secretary

ARTERIS S.A.

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EXHIBIT I

FISCAL COUNCIL'S REPORT

On a meeting held on this date, at 10:00 a.m., the members of the Fiscal Council of **ARTERIS S.A.** ("Company"), in compliance with Article 163 of Law 6404/76, after examining management's documents and proposals submitted to analysis on this date, and in view of the unqualified report issued by BDO Auditores Independentes, is **unanimously favorable** to the approval at the Company's Annual Shareholders' Meeting, to be held on April 8, 2015, and based on the Management Report and the Financial Statements for the fiscal year ended December 31, 2014 (such documents were notarized by the Board and filed at the Company as Docs. 1, 2 and 3, respectively), of the allocation of net income for the year, totaling four hundred forty-seven million, three hundred seventy thousand, four hundred twenty-six reais and eighty-nine centavos (R\$447,370,426.89), of which **(i)** twenty-two million, three hundred sixty-eight thousand, five hundred twenty-one reais and thirty-four centavos (R\$22,368,521.34) corresponding to 5% of the net income for the year, allocated to the legal reserve, in accordance with the law and the Company's Bylaws; **(ii)** one hundred and six million, two hundred fifty thousand, four hundred seventy-six reais and thirty-nine centavos (R\$106,250,476.39), corresponding to 25% of the net income for the year, for the distribution of mandatory dividends related to 2014, as per Article 22 of the Company's Bylaws, of which seventy-nine million, two hundred twenty-two thousand, two hundred twenty-one reais and twenty centavos (R\$79,222,221.20) already distributed on November 28, 2014, remaining twenty-seven million, twenty-eight thousand, two hundred fifty-five reais and nineteen centavos (R\$27,028,255.19) to be distributed to the Company's shareholders; **(iii)** three hundred eighteen million, seven hundred fifty-one thousand, four hundred twenty-nine reais and sixteen centavos (R\$318,751,429.16) allocated to the profit reserve to cover the capital budget duly prepared by the Board of Executive Officers, which was submitted to analysis and approved by the Company's Fiscal Council and which shall be submitted to analysis and approved by the Company's Board of Directors, as per Article 196 of Law 6404/76. However, if the allocations proposed herein are approved without restrictions, the amount of the profit reserves will exceed the amount of capital stock and will not comply with the limit established in Article 199 of Law 6404/76. Accordingly, the Board members recommend

the capitalization of a portion of the balance of the reserves that exceed the Company's capital stock, of one hundred fifty-nine million, three hundred seventy-five thousand, seven hundred fourteen reais and fifty-eight centavos (R\$159,375,714.58).

São Paulo, February 24, 2015.

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Maria de Castro Michielin

Secretary