



ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Publicly-Held Company

ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING

CALL NOTICE

The shareholders of **ARTERIS S.A.** ("Company") are hereby called to convene on April 8, 2015, at 11:00 a.m., upon first call, to resolve on the agenda items below. In accordance with paragraph 2 of Article 124, of Law 6,404, of December 15, 1976, the Annual Shareholders' meeting hereby called will be held at Avenida Presidente Juscelino Kubitschek, nº 1455, Vila Nova Conceição, in the city and state of São Paulo.

AGENDA

AGENDA OF THE ANNUAL SHAREHOLDERS' MEETING

- (i) To analyze the management's accounts, examine, discuss and vote on the financial statements related to the fiscal year ended December 31, 2014;
- (ii) To resolve on the allocation of net income for the fiscal year ended December 31, 2014 and the approval of the capital budget for 2015;
- (iii) To elect the members of the Company's Board of Directors and Fiscal Council.

AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

- (i) To establish the overall compensation for management;
- (ii) If management's proposal for the allocation of net income for the fiscal year ended December 31, 2014 is approved, to resolve on the capitalization of that portion of the earnings reserve that exceeds the value of the capital stock, in accordance with Article 199, of Law 6,404/76;
- (iii) To resolve on the proposed amendments to the Company's Bylaws.

General Information:

- The following documents were published on February 27, 2015 in the Official Gazette of the State of São Paulo and the newspaper *Valor Econômico*: (a) the annual management report; (b) the financial statements related to the fiscal year ended December 31, 2014; (c) the independent auditors' report; and (d) the Fiscal Council's report.

- The documents and information referred to in the previous paragraph have been submitted to the Brazilian Securities and Exchange Commission, pursuant to Article 6 of said Instruction, and will be made available to the Company's Shareholders at the Company's headquarters, the Company's Investor Relations' website (ri.arteris.com.br), and on the websites of the BM&FBOVESPA S.A. Securities, Commodities and Futures Exchange (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

- The information about the candidates to the position of Fiscal Council members appointed by the controlling shareholders to be elected at Annual and Extraordinary Shareholders' Meeting, pursuant to Article 10 of CVM Instruction 481/09 and items 12.6 to 12.10 of the Company's reference form, were presented on March 6, 2015, to the Brazilian Securities and Exchange Commission, pursuant to Article 6 of said Instruction, and will be made available to the Company's Shareholders at the Company's headquarters and on the websites of the BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

- The copy of the Bylaws with the proposed amendments and the report detailing the origin and justification of the proposed amendments, including the share split, as provided for in Article 11 of CVM Instruction 481/09 were presented on March 06, 2015 to the Brazilian Securities and Exchange Commission, pursuant to Article 6 of said Instruction, and will be made available to the Company's Shareholders at the Company's headquarters and on the websites of the BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

- Shareholders or their legal representatives should attend the Annual Shareholders' Meeting bearing the documents that prove their identity and ownership of Company's shares. In case of representation, in addition to the compliance with Article 126 of Law 6,404/1976: (i) the representatives should present the respective power of attorney with the grantor's certified signature; (ii) in the case of corporate shareholders or investment funds, representatives should present the certified copies of the corporate acts as proof of legal representation.

- For the purpose of better organizing the Meeting, management requests that shareholders send, preferably, the documents proving their ownership of Company shares and proof of representation, if any, no less than forty-eight hours prior to the date of the Meeting, to the Company's legal department.

São Paulo, March 24, 2015.

José Carlos Ferreira de Oliveira Filho
Chairman of the Board of Directors