

**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 APRIL 8, 2015**

1. **Date, Time and Venue:** April 8, 2015, at 9:00 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.
  
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 and David Antonio Diaz Almazán, José Carlos Ferreira de Oliveira Filho, Marcos Pinto Almeida, Sérgio Silva de Freitas and Pedro Wongtschowski attended the meeting. Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, Marta Casas Caba, Luis Deulofeu Fuguet, Luiz Ildefonso Simões Lopes e Benjamim Michael Vaughan attended the meeting via conference call.
  
3. **Presiding:** Chairman: José Carlos Ferreira de Oliveira Filho  
Secretary: Maria de Castro Michielin
  
4. **Agenda:**
  - 4.1 To reelect the members of the Board of Executive Officers.
  
5. **Resolution:** The Board members unanimously resolved on the following:
  - 5.1 To re-elect for the positions of members of the Board of Executive Officers, all of whom with one(1)-year term of office, (i) for the position of Chief Executive Officer, **David Antonio Diaz Almazán**, Spanish, married, economist, inscribed in the roll of individual taxpayers (CPF/MF) under no. 235.981.708-66, bearer of foreigner's identification document (RNE) no. V 949494-D (CGPI/DIREX/DPF), resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar; (ii) for the positions of Vice

Chief Executive Officer and Chief Financial Officer, **Felipe Ezquerro Plasencia**, Spanish, married, engineer, bearer of foreigner's identification document (RNE) no. V 309898-I (SRE/DPMAF/DPF) and inscribed in the roll of individual taxpayers (CPF/MF) under no. 225.268.398-82, resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar; (iii) for the position of Legal Officer, **Maria de Castro Michielin**, Brazilian citizen, married, lawyer, inscribed in the roll of individual taxpayers (CPF/MF) under no. 092.480.538-23 and bearer of identification document (RG) no. 9.361.448-2 – SSP/SP, resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar; (iv) for the position of Investor Relations Officer, **Alessandro Scotoni Levy**, divorced, business administrator, inscribed in the roll of individual taxpayers (CPF/MF) under no. 272.279.478-07 and bearer of identification document (RG) no. 27.970.929-8 (SSP-SP), resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar; (v) for the position of Executive Officer, **Angelo Luiz Lodi**, Brazilian citizen, married, civil engineer, with commercial address at Av. Presidente Juscelino Kubitschek, 1455, 9º andar - São Paulo - SP, bearer of identification document no. MG-2.965.141PIC/MG, inscribed in the roll of individual taxpayers (CPF/MF) under no. 666.536.066-00; and (vi) for the position of Executive Officer, **Paulo Pacheco Fernandes**, Brazilian citizen, single, engineer, bearer of identification document (RG) no. 9.945.556 (SSP/SP), inscribed in the roll of individual taxpayers (CPF/MF) under no. 129.568.858-12, resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar;

- 5.2 The Executive Officers re-elected herein shall take office signing the Instrument of Investiture, wherein they also declare, pursuant to Article 147 of Law 6404 of December 15, 1976 (“Law 6404/76”) and CVM Instruction 367 of May 29, 2002, for all legal purposes, under the penalties of law, that (i) they are not prevented from taking the office to which they have been elected, as per Article 37, item II, of Law 8934 of November 18, 1994, (ii) they are not sentenced to the penalty of suspension or temporary disqualification declared by the Brazilian Securities and Exchange Commission, making them ineligible for managerial position in a listed company, (iii) they comply with the requirement of flawless reputation, provided for by paragraph 3, Article 147 of Law 6404/76, and (iv) they do not hold position at entity deemed as the Company's competitor, they neither have nor represent conflict of interest with the Company. The Executive Officers also declare, on specific document, that they are fully aware of the Disclosure Policy and Use of Information and Trading Policy of Securities Issued by the Company, as per CVM Instruction 358 of January 3, 2002;

5.3 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:** José Carlos Ferreira de Oliveira Filho, Maria de Castro Michielin; **Board members:** Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, David Antonio Diaz Almazán, Marta Casas Caba, Luis Deulofeu Fuguet, Marcos Pinto Almeida, Luiz Ildefonso Simões Lopes, Benjamim Michael Vaughan, Sérgio Silva de Freitas, José Carlos Ferreira de Oliveira Filho and Pedro Wongtschowski.

São Paulo, April 08, 2015.

*“This is a free English translation of the original minutes drawn up in the Company’s records number 6, pages 43, 44 and 45”*

**Maria de Castro Michielin**

Secretary