



ARTERIS S.A.

Corporate Taxpayer's ID (CNPJ/MF) 02.919.555/0001-67
Company Registry (NIRE) 35.300.322.746
Publicly-held Company

MATERIAL FACT

Arteris S.A. ("Company"), pursuant to Article 157, Paragraph 4 of Law n° 6.404 of December 15, 1976, as amended and Brazilian Securities and Exchange Commission ("CVM") Rule n° 358 of January 3, 2002, as amended, publicly hereby informs that:

At the Company's Board of Directors' Meeting held on June 19, 2015, the Board members approved the third (3rd) issue of non-convertible debentures with security interest, in a single series of the Company ("Debentures" and "Issue", respectively), which will be the purpose of a public offering with restricted distribution efforts, pursuant to CVM Rule n° 476 of January 16, 2009, as amended and other applicable legal and regulatory provisions ("Offer"). The Issue will be composed of seventy-five thousand (75,000) Debentures, with unit face value of ten thousand reais (R\$10,000.00), totaling seven hundred and fifty million reais (R\$750,000,000.00), on the date of Issue, i.e., June 19, 2015. Debentures shall have eighteen (18)-month maturity as of the date of Issue to mature on December 19, 2016 and will be entitled to a maximum remuneration corresponding to the accumulated variation of one hundred percent (100%) of one-day Interbank Deposits daily average rates, exponentially added by a spread, restricted to two percent (2.00%) p.a., *pro rata temporis*, as of the date of Issue until the date of effective payment.

In addition, the Company's Board of Directors approved, as guarantee for the faithful, full and punctual compliance with all the main and ancillary obligations assumed or to be assumed by the Company in relation to Debentures and other obligations assumed within the scope of the Issue, the granting of security interest represented by the **(a)** fiduciary assignment: (i) of all proceeds deriving from eventual sale and/or disposal of any shares held by the Company in Concessionária de Rodovias do Interior Paulista S.A. ("Intervias"), (ii) of any indemnity the Company may receive related to the shares issued by Intervias, (iii) of all dividends and interest on equity deriving from 100% of shares issued by Intervias held by the Company; and (iv) one hundred percent (100%) of funds deposited in certain restricted account held by the Company, not freely transacted by the Company, where all the proceeds mentioned in items (i) to (iii) above shall be deposited, under the terms provided for in the "Private Instrument of Guarantee for the Fiduciary Assignment of Credit Rights and Other Covenants" to be entered into between the Company and Trustee, Intervias and financial institution engaged to provide depositary bank services are the intervening parties; and **(b)** within one hundred and eighty (180) days as of the date of Issue, the fiduciary sale of 100% shares issued by a wholly-owned subsidiary of the Company, which will be the direct titleholder of, at least, forty-nine percent (49%) of Intervias' shares, pursuant to the "Private Instrument of Guarantee for Fiduciary Sale of Shares and Fiduciary Assignment of Credit Rights and Other Covenants" to be entered into between the Trustee, the Company and eventual Intervias' shareholder.

The net proceeds raised by the Company through the Issue shall be solely applied to **(a)** the full redemption, upon maturity, of the Company's first issue debentures, whose issue took place by means of a restricted public offering of non-convertible unsecured debentures, in a single series, or the reimbursement of amounts paid as full redemption, upon maturity, of the Issuer's first issue debentures, whose issue took place by means of a restricted public offering of non-convertible unsecured debentures, in a single series; and **(b)** investments in concession of public utilities obtained within the federal scope.

São Paulo, June 19, 2015.
Alessandro Scotoni Levy
Investor Relations Officer