

ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Publicly-Held Company

CALL NOTICE

**ANNUAL MEETING OF THE HOLDERS OF THE
SECOND ISSUE OF SIMPLE DEBENTURES**

Holders of the second (2nd) issue of simple debentures not convertible into shares, in a single series, with collateral, for public distribution with restricted placement efforts issued by **Arteris S.A.** ("Debenture Holders", "Issue" and "Company", respectively), are hereby invited to attend the Annual Debenture Holders' Meeting, to be held at 09:00 a.m. on July 28, 2015 at the Company's headquarters located at Avenida Presidente Juscelino Kubitscheck, nº 1455, 9º andar, Vila Nova Conceição, in the city and state of São Paulo, CEP 04543-011, to examine, discuss and vote on the following:

- (i) the non-declaration of early maturity of the Debentures, pursuant to Clause 4.13.1(k) of "The Private Indenture Instrument of the Second Issue of Simple Debentures, Not Convertible into Shares, in a Single Issue, with Collateral, for Public Distribution with Restricted Placement Efforts of Arteris S.A.", as amended, registered with the São Paulo State Commerce Registry on September 25, 2014 under no. ED001523-4/000 ("Indenture").
- (ii) approval of the alteration of the Net Financial Debt Indicator described in Clause 4.13.1(p) of the Indenture, which, if approved by the Debenture Holders, will be altered from 3.75x to 4.25x until the final maturity of the Issue;
- (iii) approval of the alteration of the remuneration of the Debentures, pursuant to Clause 4.9 of the Indenture, and/or approval of the payment of a premium to the Debenture Holders ("Waiver Fee") proportional to the number of Debentures held by each Debenture Holder;
- (iv) approval for Pentágono S.A. Distribuidora de Títulos e Valores Mobiliários ("Trustee") to take all the necessary measures to ensure full compliance with resolutions (i) to (iii) above, including, but not limited to, the non-declaration of early maturity of the Issue and the amendments to the Indenture.

General Information: Observing article 126 of Brazilian Corporation Law, prior to the date of the Meeting, the Debenture Holders should send to the Trustee at assembleias@pentagonotrustee.com.br, a copy of the documents proving their representation, as well as a list of the company(ies) and/or fund(s) they represent and their respective quantities of Debentures. The documents related to the items on the agenda are available to the Debenture Holders at the headquarters of the Company and the Trustee.

São Paulo, July 13, 2015.