

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 JULY 30, 2015**

1. **Date, Time and Venue:** July 30, 2015, at 10:00 a.m., 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, Marcos Pinto Almeida, Sérgio Silva de Freitas, Marta Casas Caba, José Luis Gimenez Sevilla, Luiz Ildefonso Simões Lopes, Francisco Martinez Caro, Francisco José Aljaro Navarro and Eduardo de Salles Bartolomeo were present. Francisco Miguel Reynes Massanet and Benjamin Michael Vaughan justified their absence and were represented by Marta Casas Caba and Luiz Ildefonso Simões Lopes, respectively.
3. **Presiding:** Chairman: Luiz Ildefonso Simões Lopes
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To present the Company's business and share price trends, as well as investor relations information;
 - 4.2 To approve the financial transactions between the group's companies for the second quarter of 2015, as per Exhibit I;
 - 4.3 To approve the contracting of a specialized consulting firm to present the administrative proceeding aiming to restitute/compensate social security contributions on indemnities; and
 - 4.4 Other matters of interest to the Company.
5. **Resolutions:** The Board members unanimously resolved the following:

- 5.1 To monitor and discuss the Company's business and share price trends, as well as investor relations information through a presentation by the Company's Board of Executive Officers;
 - 5.2 To approve the financial transactions between the group's companies for the second quarter of 2015, as per Exhibit I;
 - 5.3 To approve the contracting of a specialized consulting firm to present the administrative proceeding aiming to retribute/compensate social security contributions on indemnities; and
 - 5.4 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, these Minutes were drawn up, read, approved and signed by all members of the Board of Directors present: **Presiding Board:** Luiz Ildfonso Simões Lopes, Maria de Castro Michielin; **Board members:** Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, David Antonio Díaz Almazán, Marta Casas Caba, Jose Luis Gimenez Sevilla, Marcos Pinto Almeida, Luiz Ildfonso Simões Lopes, Benjamim Michael Vaughan, Fernando Martinez Caro, Sérgio Silva de Freitas and Eduardo de Salles Bartolomeo.
- 7.

São Paulo, July 30, 2015.

"This is a free translation of the original minutes drawn up in records book 6, pages 79 and 82"

Maria de Castro Michielin
Secretary