

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 AUGUST 7, 2015**

1. **Date, Time and Venue:** August 7, 2015, at 12:00 p.m., at the headquarters of Arteris S.A. ("Company" or "Arteris"), located 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, with all of the Board Members, David Antonio Diaz Almazán, Marcos Pinto Almeida, Sérgio Silva de Freitas, Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, José Luis Gimenez Sevilla, Luiz Ildelfonso Simões Lopes, Fernando Martinez Caro, Benjamim Michael Vaughan, Marta Casas Caba and Eduardo de Salles Bartolomeo participating via conference call.
3. **Presiding:** Chairman: Luiz Ildelfonso Simões Lopes
Secretary: Maria de Castro Michielin
4. **Agenda:** Due to the stated intention of the Company's controlling shareholder, Partícipes en Brasil S.A., to carry out a tender offer for the acquisition of the Company's common shares representing up to all of its capital stock for the purpose of (i) cancelling the registration as a category A publicly-held company and converting to category B, under the terms of CVM Instruction 480/2009; and (ii) delisting from the Novo Mercado segment of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange ("Novo Mercado"), under the terms of paragraph 4, Article 4, of Law 6404/1976, of CVM Instruction 361/2002, of Sections X and XI of the Novo Mercado Regulations and Article 29 of the Company's Bylaws ("Tender Offer"), the Company's Board of Directors met, to resolve on: (a) the selection of the appraisal companies that will make up the three-name list to be submitted to the Extraordinary Shareholders' Meeting for the preparation of the appraisal report of the economic value of the Company's shares, under the terms of item 10.1.1 of the Novo Mercado Regulations, of paragraph 4, Article 4 of Law 6404/1976, of Article 8 of CVM Instruction 361/2002 and Article 29 of the Bylaws ("Appraisal Report"); and (b) the call notice for the Extraordinary Shareholders' Meeting to resolve of the matters related to the Tender Offer.

5. **Resolutions:**

- 5.1 The Board of Directors approved, with affirmative votes by the Independent Board Members, Sergio Silva de Freitas and Eduardo de Salles Bartolomeo, and the abstention of the other members of the Board of Directors, the indication of the following specialized companies to the Extraordinary Shareholders' Meeting: a) Banco BNP Paribas Brasil S.A.; b) N M Rothschild & Sons (Brasil) Limitada; and c) HSBC Securities Inc. It was explained that the company to be selected by the Extraordinary Shareholders' Meeting will be responsible for preparing the Appraisal Report, for the purposes of the Tender Offer; and
- 5.2 The Board of Directors unanimously approved authorization for the CEO to take the necessary steps to call the Extraordinary Shareholders' Meeting, to be held on August 25, 2015, at 11:00 a.m., at which (a) the holders of outstanding shares, as defined by the Novo Mercado Regulations, shall resolve on the selection of the appraisal company that will prepare the Appraisal Report; and (ii) the shareholders shall resolve on the cancellation of category A registration and conversion to category B, as well as the Company's delisting from the Novo Mercado, subject to the realization of the Tender Offer in accordance with its terms and conditions.
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 Ildefonso Simões Lopes, Maria de Castro Michielin; **Board Members:** Francisco Miguel Reynes Massanet, Francisco José Aljaro Navarro, David Antonio Diaz Almazán, Marta Casas Caba, Jose Luis Gimenez Sevilla, Marcos Pinto Almeida, Luiz Ildefonso Simões Lopes, Benjamim Michael Vaughan, Fernando Martinez Caro, Sérgio Silva de Freitas and Eduardo de Salles Bartolomeo.

São Paulo, August 7, 2015.

"This is a free translation of the original minutes drawn up in records book 6, pages 84 to 86"

Maria de Castro Michielin

Secretary