

## **ARTERIS S.A.**

Corporate Taxpayers' ID (CNPJ): 02.919.555/0001-67

Company Registry (NIRE): 35300322746

Publicly-Held Company

### **EXTRAORDINARY SHAREHOLDERS' MEETING**

#### **CALL NOTICE**

The shareholders of ARTERIS S.A. ("Company" or "Arteris") are hereby invited to attend the meeting to be held on August 25, 2015, at 11:00 a.m., in first call, to resolve on the matters contained in the Agenda present below. In compliance with paragraph 2 of Article 124 of Law 6404, of December 15, 1976, the Shareholders' Meeting hereby called will be held at the Company's headquarters, located at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, Vila Nova Conceição, in the city and state of São Paulo.

#### **AGENDA**

- (i) To resolve on the selection of the specialized company responsible for preparing the appraisal report on the economic value of the Company's shares, under the terms of item 10.1.1 of the Regulations of the Novo Mercado of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange ("Novo Mercado"), 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"), based on the three-name list determined by the Board of Directors at the meeting held on August 7, 2015, in accordance with the Material Facts released on April 30, 2015 and August 5, 2015, which addressed the intent of the Company's controlling shareholder – Participes en Brasil S.A. – to carry out a tender offer for the purchase of the Company's common shares representing up to all of its capital stock for the purpose of (i) cancelling its registration as a category A publicly-held company and converting to category B; and (ii) delisting from the Novo Mercado ("Tender Offer"). The specialized company shall be chosen from among the three (3) listed below: a) Banco BNP Paribas Brasil S.A.; b) N M Rothschild & Sons (Brasil) Limitada; and c) HSBC Securities Inc. ("Indicated Appraisers").
- (ii) To resolve on the Company's delisting from the Novo Mercado, under the terms of item 11.1 of the Novo Mercado Regulations and Article 30 of the Bylaws, and on the conversion of its registration from category A to category B, under the terms of CVM Instruction 480/2009, both conditioned on the realization of the Tender Offer in accordance with its terms and conditions.

#### **General Information:**

- In accordance with Article 21 of CVM Instruction 481/2009, the management proposal with the following information and documents will be available to shareholders at the Company's headquarters and website ([ri.arteris.com.br](http://ri.arteris.com.br)), as well as the websites of the BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the Brazilian Securities and Exchange Commission ([www.cvm.gov.br](http://www.cvm.gov.br)):

- (i) Call Notice for the Extraordinary Shareholders' Meeting to be held on August 25, 2015, at 11:00 a.m.;
- (ii) List of the Appraisers Indicated by the Company's Board of Directors, at the meeting held on August 7, 2015;
- (iii) Description of the qualifications and training of each Indicated Appraiser;
- (iv) Copies of the work and compensation proposals of the Indicated Appraisers;
- (v) Description of the relevant relationships between the Indicated Appraisers and the parties related to the Company over the last three (3) years; and
- (vi) Other information required by current regulations.

- The work of the Extraordinary Shareholders' Meeting hereby called will follow the provisions of item 10.1.1 of the Novo Mercado Regulations. Under the terms of Article 125 of Law 6404/1976, in order for the meeting to be convened on the first call, there must be present shareholders representing at least one quarter (1/4) of the capital stock entitled to vote. In accordance with the Regulations of the Novo Mercado, in order for the resolution on the selection of the appraisal company to be taken, in the event that the meeting is convened on the first call, there must be present shareholders representing at least twenty percent (20%) of all outstanding shares, in accordance with the cited Regulations. On second call, the meeting may be convened with the presence of any number of shareholders. The resolution on item (i) of the agenda must be taken by a majority of the votes of the shareholders present at the meeting representing the outstanding shares, not counting blank votes.

- Shareholders or their legal representatives shall attend the Extraordinary Shareholders' Meeting with documents proving their identity and ownership of the shares issued by the Company. In the event of representation, in addition to compliance with Article 126 of Law 6404/1976: (i) the proxy forms must be have a notarized signature from the granting party; (ii) in the case of legal entities or investment funds, certified copies of corporate documents proving legal representation must be submitted.

- To better organize the Extraordinary Shareholders' Meeting, management requests that shareholders preferably send the documents that prove their status as shareholder or legal representative, as appropriate, to the Company's legal department, up to forty-eight hours prior to the Extraordinary Shareholders' Meeting.

São Paulo, August 7, 2015.

**Luiz Ildefonso Simões Lopes**  
Chairman of the Board of Directors