

ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Publicly-Held Company

**MINUTES OF THE FISCAL COUNCIL'S MEETING
HELD ON NOVEMBER 12, 2015**

1. **Date, Time and Venue:** November 12, 2015, at 10:00 a.m., at the Company's headquarters, at Avenida Presidente Juscelino Kubistchek, 1455, 9º andar, in the city and state of São Paulo.
2. **Call Notice and Attendance:** The Fiscal Council's Meeting was called as per the Fiscal Council's Charter. The following members of the Company's Fiscal Council attended the meeting: Evelyn Otti Joerg, Luiz Fernando Correia Parente, Domingos Aparecido Maia, Luiz Gustavo Rodrigues Pereira, Isacson Casiuch and Frederico Tardin Vita.
3. **Presiding Board:** Chairman: Evelyn Otti Joerg
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1. To read the Minutes of the Fiscal Council's Meeting held on August 05, 2015; and,
 - 4.2. To analyze and discuss the Financial Statements, Independent Auditor's Opinion and the Explanatory Notes to the Financial Statements for the third quarter of 2015.
5. **Resolutions:**
 - 5.1. The Minutes of the Fiscal Council's Meeting held on August 05, 2015 were read by the Secretary.
 - 5.2. After the Minutes of the Fiscal Council's Meeting held on August 05, 2015 were read, the members of the Fiscal Council analyzed and discussed the Financial Statements, Independent Auditor's Opinion and Explanatory Notes to the Financial Statements for the third quarter of 2015, as per article 163, item VI of Law 6404/76.

5.2.1. After discussing the matter, the members of the Fiscal Council agreed on the Financial Statements, Independent Auditor's Opinion and Explanatory Notes to the Financial Statements for the third quarter of 2015.

6. **Closure:** There being no further business to discuss, the meeting was adjourned to draw up these minutes, which were then read, approved and signed by all those presents.

São Paulo, November 12, 2015.

“This is a free English translation of the original minutes drawn up in the Company's records”

Maria de Castro Michielin

Secretary