

ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Publicly-Held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING

HELD ON JANUARY 26, 2016

1. **Date, Time and Venue:** January 26, 2016, at 12:00 p.m., at the headquarters of Arteris S.A. ("Company"), located at Avenida Presidente Juscelino Kubitschek, nº 1.455, 9º andar, Vila Nova Conceição, in the city and state of São Paulo.
2. **Call Notice and Attendance:** The members of the Company's Board of Directors were dully called, pursuant to paragraph 1 of Article 10 of the Company's Bylaws, all of who attended the meeting, via conference call, in accordance with paragraph 4 of Article 10 of the Company's Bylaws.
3. **Presiding Board:** Chairman: Luiz Ildefonso Simões Lopes
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To resolve on: (i) the contracting and signature of a credit agreement ("Credit Agreement") with Bank of Nova Scotia, a financial institution constituted under Canadian legislation ("Lender"), in the principal amount of approximately fifty million U.S. dollars (US\$50,000,000.00), maturing in up to two hundred and ten (210) days, at a fixed rate to be negotiated between the Company and the Lender, up to the limit of 5.0% p.a., including the issue of a promissory note representative of the debt; (ii) the contracting and signature of a Global Derivative Agreement ("GDA") with Scotiabank Brasil S.A. Banco Múltiplo, a financial institution constituted under Brazilian legislation ("Scotiabank Brasil"), including the appendix to the GDA, the respective letter(s) of confirmation related to the Credit Agreement, limited to the swap in reais in CDI plus 2.0% p.a., including the eventual constitution of a guarantee for the derivative operation ("GDA Documents"); (iii) the contracting of a Process Agent to receive notifications on behalf of the Company and contract the other service providers for the operation, including a calculation agent and legal advisors, among others, who are entitled, for that matter, to negotiate and sign the respective agreements, as well as take all measures necessary to formalize the resolutions above; and (iv) to ratify all the measures already taken related to the resolutions above; and
 - 4.2 To approve the financial transactions between the companies of the group held in January and February 2016, as per Exhibit I.
5. **Resolutions:** The Board members unanimously resolved the following:

- 5.1 To approve the contracting, signature and formalization of the Credit Agreement, GDA Documents and all other documents necessary and related to the operation.
- 5.2 To authorize the Company to practice, through its executive officers and/or representatives, all acts necessary to the execution of the operation, including, but limited to, (a) defining all the terms and conditions of the operation that were not determined herein and that are necessary for its execution and implementation, (b) negotiating all the terms and conditions of the Credit Agreement, GDA Documents and other documents necessary, and (c) entering into the Credit Agreement, the promissory note representative of the debt of the Credit Agreement, the GDA, the appendix to the GDA, the respective letter(s) of confirmation related to the Credit Agreement, the eventual constitution of a guarantee to the GDA; and any and all agreements and/or instruments related to the operation and its eventual addenda, as well as any and all acts related to the operation, including the acts necessary for the registration and publication of these minutes, the registration in the respective corporate books and records, as well as the signature of all documents necessary to comply with the resolutions taken herein.
- 5.3 To authorize the Company, through its executive officers and/or representatives, to contract the service providers for the operation, including the process agent, calculation agent and legal advisors, among others, who are entitled, for that matter, to negotiate and sign the respective agreements, as well as take all measures necessary to formalize such agreements.
- 5.4 To ratify all acts already practiced with regard to the resolutions above.
- 5.5 To approve the financial transactions between the companies of the group held in January and February 2016, as per Exhibit I.
- 5.6 Lastly, the Board members approved the drawing up of these minutes in summary format, in accordance with Article 130, paragraph 1 of Law 6404/76.
6. **Closure:** There being no further matters to address, these minutes were drawn up, read, approved and signed by all attending Board members: **Presiding Board:** Luiz Ildefonso Simões Lopes, Maria de Castro Michielin; **Board members:** Sérgio Silva de Freitas, Francisco Miguel Reynés Massanet, Marta Casas Caba, Marcos Pinto Almeida, Luiz Ildefonso Simões Lopes, Benjamin Michael Vaughan, Jose Luis Gimenez Sevilla, Fernando Martinez Caro, Francisco José Aljaro Navarro, David Antonio Díaz Almazan, and Eduardo de Salles Bartolomeo.

São Paulo, January 26, 2016.

“This is a free English translation of the original minutes drawn up in the Company’s records number 06, pages 90, 91 and 92”

Maria de Castro Michielin

Secretary