

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 MARCH 14, 2016**

1. **Date, Time and Venue:** March 14, 2016, at 4:00 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 duly called, pursuant to paragraph 1 of Article 10 of the Company's Bylaws and all attended the meeting via conference call, in accordance with paragraph 4 of Article 10 of the Company's Bylaws.
3. **Presiding:** Chairman: Luiz Ildelfonso Simões Lopes
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To resolve on: (i) the sale of all the capital stock of Serviços e Tecnologia de Pagamentos S.A. ("STP") held by the Company to DBTRANS Administração de Meios de Pagamento Ltda. ("Buyer"); (ii) authorizing the Company's Board of Executive Officers to take any and all measures necessary to formalize the above resolution; and
 - 4.2 To resolve on the Company's vote at the partners' meeting of Latina Manutenção de Rodovias Ltda. ("Latina") to resolve on the guarantee to be given to Latina in favor of the Company, pursuant to the Share Purchase Agreement ("Agreement") for the sale of all the STP capital stock held by the Company.
5. **Resolutions:** The members of the Board of Directors unanimously resolved:
 - 5.1 Following presentation and discussion of the main terms, conditions and clauses of the Agreement, to approve the execution and signature of the Agreement, its attachments and related documents, involving the sale of all the Company's one million, forty-three thousand, five hundred and twenty-

five (1,043,525) STP shares, representing approximately 4.6799% of STP's capital stock, to the Buyer for one hundred and ninety-one million, two hundred and twenty-four thousand, three hundred and eight reais and eighty-nine centavos (R\$191,224,308.89), subject to compliance with certain conditions precedent established in the Agreement.

- 5.2 To authorize the Company, through its executive officers and/or representatives, to practice all the acts necessary to conclude the transaction, including, but not limited to: (a) verification of and compliance with the conditions precedent, (b) financial settlement of the transaction, (c) execution of the Agreement, its attachments and any and all contracts and/or instruments related to the transaction and eventual amendments, and (d) the granting and receipt of quittance in relation to the obligations in the Agreement; as well as any and all other acts related to the transaction, including those necessary for the registration and publication of these minutes, registration in the respective corporate books, as well as signature of any and all documents needed for compliance with the resolution hereby taken.
- 5.3 Pursuant to article 14, item (xxi) of the Bylaws, to approve a favorable vote by the Company in Latina giving prior approval to the granting of a guarantee in favor of the Company under the exact terms and conditions envisaged in the Agreement.
- 5.4 Finally, to approve the drawing up of these minutes in summary format, pursuant to article 130, paragraph 1 of Law 6404/76.
6. **Closure:** There being no further business to discuss, these minutes were drawn up, read, approved and signed by all attending Board members: **Presiding:** 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, March 14, 2016.

“This is a free English translation of the original minutes drawn up in the Company’s records book number 07, pages 02 and 03”

Maria de Castro Michielin

Secretary