

ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Publicly Held Company

**MINUTES OF THE FISCAL COUNCIL MEETING
HELD ON MARCH 28, 2016**

1. **Date, Time and Venue:** March 28, 2016, at 12:00 p.m., at the headquarters of Arteris S.A. ("Company"), at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, in the city and state of São Paulo.
2. **Call Notice and Attendance:** The Fiscal Council Meeting was called as per the Fiscal Council's Charter. The following members of the Company's Fiscal Council attended the meeting: Evelyn Joerg (via conference call), Domingos Aparecido Maia, Luiz Gustavo Rodrigues Pereira (alternate) and Isacson Casiuch (alternate).
3. **Presiding Board:** Chair: Evelyn Joerg
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To examine Management's annual report and the Board of Executive Officers' accounts for the fiscal year ended December 31, 2015;
 - 4.2 To examine the financial statements and the independent auditors' report for the fiscal year ended December 31, 2015.
5. **Resolutions:** The Fiscal Council unanimously resolved:
 - 5.1 After the Board of Executive Officers presented Management's annual report, the Board of Executive Officers' accounts, financial statements and information on the Company's performance in the fiscal year ended December 31, 2015, the Fiscal Council members unanimously decided, pursuant to article 163, items II and VII of Law 6404/76, to approve (i) Management's annual report; (ii) the Board of Executive Officers' accounts and (iii) the Company's financial statements for the fiscal year ended December 31, 2015, recommending their approval by the Annual Shareholders' Meeting, pursuant to Exhibit I to these Minutes.

6. **Closure:** There being no further business to discuss, these minutes were drawn up, read, found in compliance and signed by all those present. Presiding: Evelyn Joerg (represented by Isacson Casiuch) and Maria de Castro Michielin; Fiscal Council members: Evelyn Joerg (represented by Isacson Casiuch), Domingos Aparecido Maia, Luiz Gustavo Rodrigues Pereira (alternate) and Isacson Casiuch (alternate).

São Paulo, March 28, 2016.

“This is a free translation of the original minutes drawn up in records book 2, pages 63 and 64””

Maria de Castro Michielin

Secretary

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EXHIBIT I

FISCAL COUNCIL'S REPORT

At a meeting held on this date, at 12:00 p.m., the members of the Fiscal Council of **ARTERIS S.A.** ("Company"), pursuant to Article 163 of Law 6404/76, after examining Management's proposal and the documents submitted for analysis on this date and considering the unqualified report issued by the independent auditors Deloitte Touche Tohmatsu Auditores Independentes, unanimously recommended the **approval** by the Company's Annual Shareholders' Meeting to be held on April 29, 2016, based on Management's Report and the Financial Statements for the fiscal year ended December 31, 2015 (said documents having been certified by the presiding board and filed at the Company's headquarters as Documents 1, 2 and 3, respectively), of the allocation of net income totaling one hundred and forty million, eighty-five thousand, two hundred and fifty-eight reais and thirty-eight centavos (R\$140,085,258.38), as follows: **(i)** seven million, four thousand, two hundred and sixty-two reais and ninety-one centavos (R\$7,004,262.91), equivalent to 5% of annual net income, to the legal reserve, pursuant to the law and the Company's Bylaws; **(ii)** thirty-three million, two hundred and seventy thousand, two hundred and forty-eight reais and eighty-seven centavos (R\$33,270,248.87), equivalent to 25% of annual net income, to the payment of mandatory dividends for 2015, pursuant to Article 22 of the Company's Bylaws; **(iii)** ninety-nine million, eight hundred and ten thousand, seven hundred and forty-six reais and sixty centavos (R\$99,810,746.60) to the profit reserve to meet the budget duly prepared by the Board of Executive Officers, which was submitted for appreciation and approved by the Company's Fiscal Council and shall be submitted to and approved by the Company's Board of Directors, pursuant to article 196 of Law 6404/76. However, if the hereby proposed allocations are approved without qualifications, the profit reserves will exceed the capital stock and will be in non-compliance with the limit in Article 199 of Law 6404/76. As a result, the Fiscal Council members also recommend the capitalization of part of the balance of reserves that exceeds the Company's capital stock, totaling an estimated forty-nine million, nine hundred and five thousand, seventy-three reais and thirty centavos (R\$49,905,073.30).

São Paulo, March 28, 2016.

"This is a free translation of the original minutes drawn up in records book 2, page 65"

Maria de Castro Michielin

Secretary