

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 BOARD OF DIRECTORS' MEETING
HELD ON MARCH 29, 2016**

1. **Date, Time and Venue:** on March 29, 2016, at 2:00 p.m., at the headquarters of Arteris S.A. ("Company"), at Avenida Presidente Juscelino Kubitschek, nº 1455, 9º andar, 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, all of who attended the meeting, electronically, in accordance with paragraph 4 of article 10 of the Company's Bylaws. In accordance with Law 6404/76, article 163, paragraph 3, Evelyn Joerg also attended the meeting as the representative of the Company's Fiscal Council.
3. **Presiding Board:** Chairman: Luiz Ildfonso Simões Lopes
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To analyze the Management report, the Management's accounts and the financial statements of the Company for the fiscal year ended December 31, 2015, which were accompanied by the independent auditors' report.
 - 4.2 To resolve on the proposal for the allocation of net income and the payment of dividends for the fiscal year ended December 31, 2015;
 - 4.3 To resolve on the proposal for establishing the overall compensation of the administrators and the members of the Company's Fiscal Council;

- 4.4 To resolve on the approval of the Management Proposal for the realization of the Company's Annual and Extraordinary Shareholders' Meetings;
 - 4.5 To resolve on the calling of the Company's Annual and Extraordinary Shareholders' Meetings, the matters mentioned in the preceding items and the other matters deemed relevant; and
 - 4.6 To resolve on other matters of the Company's interest.
5. **Resolution:** After analyzing and discussing the matters on the agenda, the Board members unanimously resolved the following:
- 5.1 The Fiscal Council's representative attended the meeting pursuant to paragraph 3 of article 163 of Law 6404/76.
 - 5.2 To approve, with no amendments or restrictions, the Management report, the Management's accounts and the financial statements of the Company for the fiscal year ended December 31, 2015, which were accompanied by the report of the Company's independent auditors;
 - 5.3 To approve the Management's proposal for the allocation of net income for the fiscal year ended December 31, 2015, totaling one hundred forty million, eighty-five thousand, two hundred and fifty-eight reais and thirty-eight centavos (R\$140,085,258.38), comprising (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, allocated to the legal reserve, pursuant to the applicable legislation and the Company's Bylaws; (ii) thirty-three million, two hundred seventy thousand, two hundred and forty-eight reais and eighty-seven centavos (R\$33,270,248.87), equivalent to 25% of annual net income, allocated to the distribution of the mandatory dividends related to 2015, pursuant to article 22 of the Company's Bylaws; (iii) ninety-nine million, eight hundred ten thousand, seven hundred and forty-six reais and sixty centavos (R\$99,810,746.60) allocated to the profit reserve to meet the requirements of the capital budget duly prepared by the Management, which was analyzed and approved by the Company's Fiscal Council and by this Board of Directors, in accordance with article 196 of Law 6404/76. Said proposal will be submitted to the analysis and approval by the shareholders at the Annual Shareholders' Meeting;
 - 5.4 If the Company's Annual Shareholders' Meeting approves, without restrictions, the allocations proposed herein, the amount of the profit reserves will exceed the capital stock and will be in non-

compliance with the limit provided for in article 199 of Law 6404/76. As a result, the Board 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, three hundred and seventy-three reais and thirty centavos (R\$49,905,373.30).

- 5.5 To approve the proposal for the overall compensation of the Company's administrators of up to fourteen million and seven hundred thousand reais (R\$14,700,000.00);
 - 5.6 To approve the proposal for the compensation of each member of the Fiscal Council pursuant to paragraph 3 of article 162 of Law 6404/76, which will correspond to ten percent (10%) of the average compensation of a Company Executive Officer;
 - 5.7 To approve, in its integrity, the Management Proposal for the realization of the Company's Annual and Extraordinary Shareholders' Meetings;
 - 5.8 To approve, without restrictions, the calling of the Company's Annual and Extraordinary Shareholders' Meetings to be held on April 29, 2016, as well as its call notice, to resolve on the following matters: (i) to analyze the management's accounts, examine, discuss and vote on the financial statements for the fiscal year ended December 31, 2015; (ii) to resolve on the allocation of net income for the fiscal year ended December 31, 2015 and the approval of the capital budget for 2016; (iii) to elect the members of the Company's Fiscal Council; (iv) to establish the administrators' overall compensation; (v) if the Management proposal on the allocation of net income for the fiscal year ended December 31, 2015 is approved, to resolve on the capitalization of that portion of the profit reserve that exceeds the value of the capital stock, in accordance with article 199, of Law 6404/76; and (vi) to resolve on the proposal for the amendment of the Company's Bylaws; e
 - 5.9 To authorize the drawing up of these minutes in summary format, as per article 130, paragraph 1 of Law 6404/1976.
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: Presiding Board:** Luiz Ildfonso Simões Lopes, Maria de Castro Michielin; **Board members:** Sérgio Silva de Freitas, Francisco Miguel Reynés Massanet, Marta Casas Caba, Marcos Pinto Almeida, Luiz Ildfonso 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, and as the representative of the Company's Fiscal Council, Evelyn Joerg.

São Paulo, March 29, 2016.

“This is a free English translation of the original minutes drawn up in the Company's record no. 07, pages 07, 08, 09 and 10”

Maria de Castro Michielin

Secretary