



**ARTERIS S.A.**

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

Company Registry (NIRE): 35.300.322.746

Publicly-Held Company

**ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**CALL NOTICE**

The shareholders of **ARTERIS S.A.** ("Company") are hereby invited to convene on April 29, 2016, at 11:00 a.m., upon first call, to resolve on the items on the agenda below. Pursuant to paragraph 2 of Article 124 of Law 6404, of December 15, 1976, the Annual and Extraordinary Shareholders' Meeting will be held at Avenida Presidente Juscelino Kubitschek, nº 1455, Vila Nova Conceição, in the city and state of São Paulo.

**AGENDA**

**AGENDA OF THE ANNUAL SHAREHOLDERS' MEETING**

- (i) To acknowledge Management's accounts and 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 approval of the capital budget for fiscal year 2016;
- (iii) To elect the members of the Company's Fiscal Council.

**AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

- (i) To determine Management's overall compensation;
- (ii) If Management's proposal for the allocation of net income for the fiscal year ended December 31, 2016 is approved, to resolve on the capitalization of that portion of the profit reserve that exceeds the amount of the Company's capital stock, pursuant to Article 199 of Law 6404/76;
- (iii) To resolve on the proposed amendments to the Company's Bylaws.

**General Information:**

- The following documents were published on March 30, 2016 in the *Diário Oficial do Estado de São Paulo* (Official Gazette of the State of São Paulo) and the newspaper *Valor Econômico*: (a) the annual management report; (b) the financial statements for the fiscal year ended December 31, 2015; (c) the independent auditors' report; and (d) the Fiscal Council's report.

- The documents and information referred to in the previous paragraph have been submitted to the Brazilian Securities and Exchange Commission (“CVM”), pursuant to Article 6 of said Instruction, and will be made available to the Company’s Shareholders at the Company’s headquarters, on the Company’s Investor Relations’ website ([www.arteris.com.br/ri](http://www.arteris.com.br/ri)), and on the websites of BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange (“BM&FBOVESPA”) ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the CVM ([www.cvm.gov.br](http://www.cvm.gov.br))

- The information on the candidates for the positions of Fiscal Council members indicated by the controlling shareholders to be elected by the ASM, pursuant to Article 10 of CVM Instruction 481/09 and items 12.5 to 12.10 of the Company's reference form, was presented on March 29, 2016 to the CVM, pursuant to Article 6 of said Instruction, and are available to the Company’s Shareholders at the Company’s headquarters and on the websites of the BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

- The information on the capital increase through the capitalization of that portion of the profit reserve that exceeds the amount of the Company’s capital stock, pursuant to Article 199 of Law 6404/76, if Management’s proposal for the allocation of net income for the fiscal year ended December 31, 2016 is approved, as determined by CVM Instruction 481/09, was presented on March 29, 2016 to the CVM, pursuant to Article 6 of said Instruction, and are available to the Company’s Shareholders at the Company’s headquarters and on the websites of the BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

- A copy of the Bylaws with the proposed amendments highlighted, and the report detailing the origin and justification of the proposed amendments, including the share split, as determined by Article 11 of CVM Instruction 481/09 were presented on March 29, 2016 to the CVM, pursuant to Article 6 of said Instruction, and will be made available to the Company’s Shareholders at the Company’s headquarters and on the websites of the BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

- Shareholders or their legal representatives should attend the Annual Shareholders’ Meeting bearing documents proving their identity and attesting to their ownership of the Company’s shares. In the case of representation, in addition to compliance with Article 126 of Law 6404/1976: (i) the representatives should present the respective power of attorney with the grantor’s notarized signature; (ii) in the case of corporate shareholders or investment funds, representatives should present notarized copies of the corporate acts proving their legal representation

- Om order to ensure the better organization of the Meeting, Management requests that shareholders preferably send the documents attesting to their ownership of Company shares and to their representation, if any, to the Company's legal department no later than forty-eight hours prior to the date of the Meeting,.

São Paulo, March 30, 2016.

**Luiz Ildefonso Simões Lopes**  
Chairman of the Board of Directors