

MINUTES OF THE FISCAL COUNCIL MEETING
HELD ON MAY 11, 2016

1. **Date, Time and Venue:** May 11, 2016 at 11:00 p.m. at the headquarters of Arteris S.A. (“Company”), located at Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, in the city and state of São Paulo.
2. **Call Notice and Attendance:** The Meeting was called as per the Fiscal Council Charter. The following members of the Company’s Fiscal Council attended the meeting: Evelyn Otti Joerg, Luiz Fernando Correia Parente, Luiz Gustavo Rodrigues Pereira and Rodrigo Angrimani Norris Gabrielli.
3. **Presiding:** Chair: Evelyn Otti Joerg
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1. To resolve on the election of the Chair of the Fiscal Council; and
 - 4.2. Examine and discuss the Financial Statements, Independent Auditors’ Report and the Explanatory Notes for first quarter of 2016.
5. **Resolutions:**
 - 5.1. The members of the Fiscal Council unanimously elected Ms. Evelyn Otti Joerg as Chair of the Company’s Fiscal Council, who will remain in office until the next Annual Shareholders' Meeting, pursuant to article 2, paragraph 4 of the Fiscal Council Charter.
 - 5.2. The members of the Fiscal Council examined and discussed the Financial Statements and the Independent Auditors’ Special Review Report without qualifications for the first quarter of 2016, pursuant to article 163, VI of Law 6404/76.
 - 5.2.1. After ample discussion of the material, the members of the Fiscal Council declared their agreement with the content of the Financial Statements and the Independent Auditors’ Special Review Report without qualifications for the first quarter of 2016.
6. **Closure:** There being no further business to discuss, these minutes were drawn up, read, approved and signed by all those present.

São Paulo, May 11, 2016.

Presiding:

Evelyn Otti Joerg
Chair

Maria de Castro Michielin
Secretary

Members:

Evelyn Otti Joerg
Sitting Member

Luiz Fernando Correia Parente
Sitting Member

Luiz Gustavo Rodrigues Pereira
Alternate Member

Sr. Rodrigo Angrimani Norris Gabrielli
Alternate Member