

ARTERIS S.A.

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

Company Registry (NIRE): 35.300.322.746

Closely-Held Corporation

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON JULY 26, 2016**

1. **Date, Time and Venue:** On July 26, 2016, at 10:00 a.m., at the headquarters of Arteris S.A. ("Company"), 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 the members were present via conference call, as authorized by paragraph 4 of Article 10 of the Company's Bylaws.
3. **Presiding:** Chairman: Luiz Ildefonso Simões Lopes
Secretary: Maria de Castro Michielin
4. **Agenda:**
 - 4.1 To resolve on the renewal of the Credit Agreement entered into with Bank of Nova Scotia, a financial institution incorporated under the laws of Canada ("Creditor"), in the principal amount of approximately fifty million U.S. Dollars (US\$50,000,000.00), due on August 2, 2017, at a fixed rate to be agreed upon between the Company and the Creditor, up to the limit of 5.0% p.a., and the contracting of and execution of a derivative contract with Scotiabank Brasil S.A. Banco Múltiplo, a financial institution incorporated under the laws of Brazil ("Scotiabank Brasil"), limited to the swap in reais at the CDI plus 3.10% p.a.
5. **Resolutions:** The Board members unanimously resolved as follows:
 - 5.1 To approve the contracting, execution and formalization of the renewal of the Credit Agreement, the derivative contract and any and all necessary documents related to the operation.
 - 5.2 To authorize the Company to perform, through its Executive Officers and/or representatives, all the acts necessary to execute and formalize the operation, including, but not limited to (a) defining all

the terms and conditions of the operation that are not established herein and that will be necessary for its execution and implementation, (b) negotiating all the terms and conditions of the Credit Agreement, the derivative contract and other necessary documents, and (c) executing the Credit Agreement, the derivative contract and any and all contracts and/or instruments related to the operation and amendments thereto, as well as any and all act related to the operation, including the acts necessary for the registration and publication of these minutes, annotation in the respective corporate books, as well as execution of any and all documents necessary to comply with the resolutions taken herein.

5.3 Finally, to authorize the drawing up of these minutes in summary format, pursuant to paragraph 1 of Article 130 of Law 6404/76.

6. **Closure:** There being no further business to address, these minutes were drawn up, read, found in compliance and signed by all Board members: **Presiding:** 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.

São Paulo, July 26, 2016.

“This is a free English translation of the original minutes drawn up in the Minutes Book no. 7 on pages 33 and 34”

Maria de Castro Michielin

Secretary