

**BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros**  
*The Brazilian Securities, Commodities and Futures Exchange*

Brazilian Federal Taxpayer CNPJ No. 09.346.601/0001-25

State Registration Number NIRE No. 35.300.351.452

Public Company

**NOTICE OF MATERIAL FACT**

Pursuant to article 157, paragraph 4, of Brazilian Corporate Law (Law No. 6.404/76, as amended) and with the provisions of CVM Instruction No. 358/02, BM&FBOVESPA S.A. - BOLSA DE VALORES, MERCADORIAS E FUTUROS (“Company”) announces the Board of Directors in a meeting held earlier today approved the extension of the share buyback program passed on June 16, 2011 (“Buyback Program”) according to CVM Instruction No. 10/80, as follows:

- Objective of the Buyback Program: to maximize value generation for shareholders through efficient management of the capital structure;
- Maximum number of common shares being repurchased: increased to 60,000,000 from 30,000,000 earlier, and represent 3.12% of the issued and outstanding shares;
- The Buyback Program has been extended for six (6) additional months, to end June 30, 2012. Management will in due course announce the actual repurchase dates;
- The free float, as defined by item III of article 3 of CVM Instruction No. 361/02, comprises 1,923,751,852 common shares;
- Financial institutions acting as paying agents include: (a) Credit Suisse Brasil S.A. CTVM, located at Avenida Brigadeiro Faria Lima, 3.064 – 13<sup>th</sup> floor, São Paulo – SP; (b) Goldman Sachs do Brasil CTVM, located at Avenida Presidente Juscelino Kubitschek, 510 – 6<sup>th</sup> floor, São Paulo – SP; (c) Link S.A. CCTVM, located at Rua Leopoldo Couto de Magalhães Júnior, 758 – 8<sup>th</sup> and 9<sup>th</sup> floors, São Paulo – SP; (d) J.P. Morgan Corretora de Câmbio e Valores Mobiliários S.A., located at Avenida Brigadeiro Faria Lima, 3.729, 13<sup>th</sup> floor - São Paulo – SP; and (e) Morgan Stanley Corretora de Títulos e Valores Mobiliários S.A., located at Avenida Brigadeiro Faria Lima, 3.600 – 6<sup>th</sup> floor, São Paulo – SP.
- Shares repurchased within the scope of the Buyback Program will either be cancelled or kept as treasury stock for subsequent fulfillment of options exercised by beneficiaries of the Stock Options Plan of the Company.

São Paulo, December 13, 2011

**BM&FBOVESPA S.A. - BOLSA DE VALORES, MERCADORIAS E FUTUROS**

Eduardo Refinetti Guardia

Chief Financial and Investor Relations Officer