

**BM&F BOVESPA S.A. -
BOLSA DE VALORES, MERCADORIAS E FUTUROS
The Brazilian Stock, Mercantile and Futures Exchange**

A Public Company

Brazilian Federal Taxpayer (CNPJ) No.09.346.601/0001-25
Corporate Registration (NIRE) No.35.300.351.452

**MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING
HELD ON APRIL 28, 2009**

DATE, TIME AND PLACE: On April 28, 2009, at 11:30 a.m., at the registered office of the Company, located in the City of São Paulo, State of São Paulo, at Praça Antonio Prado, 48, 7th floor, Downtown.

CALL NOTICE: Call notice published on March 31, April 1 and 2, 2009, in the Official Gazette of the State of São Paulo (on pages 239, 37 and 34, respectively) and in newspaper *Valor Econômico* (on pages C14, D7 and B7, respectively).

PUBLICATIONS: Notice to shareholders required under the main provision of article 333 of Law No. 6,404/76, published on March 18, 19 and 20, 2009, in newspaper *Valor Econômico* (pages C1, C5 and C9, respectively) and in the Official Gazette of the State of São Paulo (pages 37, 73 and 87, respectively). Management Report and Financial Statements as of and for the year ended December 31, 2008, and related notes and the report prepared by PricewaterhouseCoopers Auditores Independentes, published in the Official Gazette of the State of São Paulo on March 19, 2009 (*Caderno Empresarial 2*, pages 2 through 8) and in newspaper *Valor Econômico* on March 18, 2009 (pages A15 through A23).

ATTENDANCE: Attendance by holders representing over 50% of the voting stock of the Company, as per the signatures affixed in the Attendance List, in the proper register. The directors and Mr. Luiz Antônio Fossa, representing PricewaterhouseCoopers Auditores Independentes, were also present.

PRESIDING OFFICERS: Chairman: Mr. Gilberto Mifano; Secretary: Mr. Edemir Pinto.

AGENDA: (1) Reviewing, judging and voting the management report and the financial statements as of and for the year ended December 31, 2008; (2) Deciding on the proposal for allocation of net income for the year ended December 31, 2008; (3) Electing the members of the Board of Directors of the Company; and (4) Setting the aggregate compensation of the member of the Board of Directors and of the Board of Executive Officers for 2009.

DECISIONS: The following decisions were taken by a majority vote of attending shareholders, with abstentions from those legally precluded from voting, with duly noted abstentions and dissenting votes, as follows:

(1) As permitted by article 130, paragraphs 1 and 2 of Law No. 6,404/76, the minutes of this meeting are to be drawn up in summary form, and published without the names of attending shareholders;

(2) Approval, without qualification, of the Management Report and Financial Statements as of and for the year ended December 31, 2008, and related notes and the report prepared by PricewaterhouseCoopers Auditores Independentes;

(3) Approval of the proposal for allocation of the financial results for the year ended December 31, 2008, in the amount of R\$645,596,308.28, as follows: (i) R\$5,401,576.20, allocate to absorption of losses from the sale of treasury stock; (ii) R\$127,433,314.96, allocate to the Bylaws reserve for investments and composition of Company funds and safeguard mechanisms; (iii) R\$512,761,417.12, allocate to Dividends. After offsetting this amount against interim dividends amounting to R\$143,019,000.00, paid to shareholders in the course of 2008, and interest on shareholders' equity amounting to R\$309,118,836.57, paid and/or credited to shareholders in the course of 2008, the decision is for the balance of R\$60,623,580.55 to be distributed to shareholders by way of dividends, which based on the current ownership structure is estimated to correspond to distribution of R\$0.030317425 per share. The dividends will be paid on May 12, 2009, based on the ownership structure as of April 30, 2009, such that the Company shares will trade ex-dividend starting from May 4, 2009.

(4) Pursuant to the Bylaws, the following persons were elected to serve as members of the Board of Directors of the Company for a term ending as of the date of the annual shareholders' meeting held to review and judge the financial statements as of and for the year ending December 31, 2010; the directors now elected will take office by signing proper instruments of investiture.: (i) **CANDIDO BOTELHO BRACHER**, Brazilian, married, business administrator, with address in the City and State of São Paulo, at Av. Brig. Faria Lima, 3400, 5th floor, bearer of Identity Card RG No. 10.266.958 – SSP/SP, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 039.690.188-38; **CRAIG STEVEN DONOHUE**, U.S. citizen, married, businessman, with address at 20 South Wacker Drive, Chicago, Illinois 60606, United States of America, bearer of U.S. Passport No. 028525455; **JULIO DE SIQUEIRA CARVALHO DE ARAÚJO**, Brazilian, married, banker, with address in the city of Osasco, State of São Paulo, at Cidade de Deus, no number, new building, 4th floor, district of Vila Yara, bearer of Identity Card No.3.272.499 – IFP/RJ, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 425.327.017-49; **LUIS STUHLBERGER**, Brazilian, married, engineer, with address in the City and State of São Paulo, at Avenida Presidente Juscelino Kubitschek, 1.830, Torre 4, 7th floor, district of Itaim Bibi, bearer of Identity Card RG No.4.405.195 – SSP/SP, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 881.983.918-00; and **RENATO DINIZ JUNQUEIRA**, Brazilian, married, business administrator, with address in the City and State of São Paulo, at Avenida Brigadeiro Faria Lima, 1.461, 2nd floor, bearer of Identity Card RG No.5.277.782 – SSP/SP, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 679.361.308-10; (ii) as Independent Directors, Messrs. **ARMINIO FRAGA NETO**, Brazilian, married, economist, with address in the City and State of Rio de Janeiro, at Rua Dias Ferreira, 190, 7th floor, bearer of Identity Card No.3.801.096 – IFP/RJ and enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 469.065.257-00; **CLÁUDIO LUIZ DA SILVA HADDAD**, Brazilian, married, mechanic and industrial engineer, with address in the City and State of São Paulo, at Rua Jerônimo da Veiga, 45, 13th floor, bearer of Identity Card No.2002998 – IFP/RJ, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 109286697-34; **FABIO DE OLIVEIRA BARBOSA**, Brazilian, married, economist, with address in the City and State of Rio de Janeiro, at Av. Graça Aranha, 26, 18th floor, Centro, bearer of Identity

Card RG No.M-1.071.909 – SSP-MG, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 359.558.996-34; **JOSÉ ROBERTO MENDONÇA DE BARROS**, Brazilian, married, economist, with address in the City and State of São Paulo, at Avenida Brigadeiro Faria Lima, 1.739, 5th floor, district of Jardim Paulistano, bearer of Identity Card RG No.2.965.578-X – SSP/SP, enrolled with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 005.761.408-30; **MARCELO FERNANDEZ TRINDADE**, Brazilian, married, lawyer, with address in the City and State of São Paulo, at Avenida Brigadeiro Faria Lima, 2.601, 8th floor, enrolled with the Brazilian Bar Association, São Paulo Chapter, under OAB/SP No. 67.729 and with the Individual Taxpayers' Register of the Ministry of Finance under CPF/MF No. 776.785.247-49; and **RENÉ MARC KERN**, U.S. citizen, married, businessman, with address at 55 E. 52nd Street, 32nd Flr., New York, NY 10055, United States of America, bearer of U.S. Passport No. 3560470115.

The directors now elected will take office upon presenting and signing the (i) instrument of investiture drawn up in the proper register, which must contain the statements required by applicable law and regulations; (ii) no-liability statement, for purposes of article 147 of Law No. 6,404/76 and article 2 of CVM Instruction No. 367/02; and (iii) statement on ownership of securities issued by the Company and subsidiaries or other companies within the group, pursuant to article 157 of Law No. 6,404/76.

(5) Approval of the aggregate annual compensation payable in 2009 to the Board of Directors, in an amount up to R\$3,647,000.00, and to the Board of Executive Officers, in an amount up to R\$11,286,000.00.

CLOSING: There being no further business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by all shareholders in attendance. São Paulo, April 28, 2009.

SIGNATURES: Presiding Officers: Gilberto Mifano – Chairman; Edemir Pinto – Secretary. Shareholders.

This is a true copy of the original drawn up in the proper register.

(sgd.)
Edemir Pinto
Secretary