

BM&FBOVESPA S.A. - BOLSA DE VALORES, MERCADORIAS E FUTUROS
Brazilian Federal Taxpayer (CNPJ) No. 09.346.601/0001-25
Corporate Registration (NIRE) No. 35.300.351.452

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON MAY 11, 2010

1. Date, Time and Place: On May 11, 2010, at 1 p.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.

2. Attendance: Messrs. Arminio Fraga Neto – Chairman of the Board, Candido Botelho Bracher, Claudio Luiz da Silva Haddad, José Roberto Mendonça de Barros, Julio de Siqueira Carvalho de Araújo, Luis Stuhlberger, Marcelo Fernandez Trindade, Renato Diniz Junqueira and René Marc Kern – Directors. Such as permitted under article 26, paragraph 4, of the Company's Bylaws, director Craig Steven Donohue attended the meeting via video conference. Justified absence of director Fabio de Oliveira Barbosa.

3. Presiding Officers: Mr. Arminio Fraga Neto – Chairman; and Mr. Henrique de Rezende Vergara – Secretary.

4. Resolutions taken by unanimous vote and without qualification, based on supporting documents filed in the Company's registered office, following a decision authorizing these minutes drawn up in summary form:

4.1. Based on article 55 of the Bylaws and article 9 of Law No. 9,249/95, the directors approved the payment, to the Company's shareholders, of interest on shareholders' equity in the aggregate amount of R\$ 137,000,000.00, which correspond to R\$ 0.06823074 per share, which distribution shall be computed as part of the mandatory 2010 annual dividend. Payment will result in the net amount of R\$ 0.05799613 per share, net of withholding income tax levied at the rate of 15%, except for shareholders that are subject to different tax treatment or are exempt from this tax. The amounts per share are estimates, and thus may change due to sale of treasury stock implemented for fulfillment of stock options exercised within the scope of the Stock Option Program adopted by the Company.

4.1.1. The interest on shareholders' equity will be paid to shareholders on May 27, 2010, based on the ownership structure as of May 12, 2010.

4.1.2. The Company's shares will trade 'cum' interest on shareholders' equity up to and including May 12, 2010. Starting from May 13, 2010, the shares will trade ex-interest on shareholders' equity.

5. Closing: There being no further business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by all directors in attendance. São Paulo, May 11, 2010. (sgd.) a) Arminio Fraga Neto - Chairman of the Board –Directors: Candido Botelho Bracher, Claudio Luiz da Silva Haddad, Craig Steven Donohue, José Roberto Mendonça de Barros, Julio de Siqueira Carvalho de Araújo, Luis Stuhlberger, Marcelo Fernandez Trindade, Renato Diniz Junqueira and René Marc Kern.

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

(sgd.)
Arminio Fraga Neto
Chairman of the Board