

**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 NIRE No.35.300.351.452

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON FEBRUARY 19, 2013**

1. Date, Time and Place. Meeting held on February 19, 2013, at 1 p.m., in the registered office of the Company, at Praça Antonio Prado 48, 7th floor, Downtown, in the City of São Paulo, State of São Paulo.

2. Attendance. Messrs. Charles Peter Carey, Claudio Luiz da Silva Haddad, José Roberto Mendonça de Barros, Julio de Siqueira Carvalho de Araújo, Luis Stuhlberger, Pedro Pullen Parente and Renato Diniz Junqueira – Directors. Such as permitted under paragraph 4 of article 26 of the Bylaws, the Chairman, Arminio Fraga Neto, and Director René Marc Kern attended the meeting by video conference. Justified absence of Directors Candido Botelho Bracher and Marcelo Fernandez Trindade.

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

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

4.1. The directors approved the Management Report and Financial Statements as of and for the year ended December 31, 2012.

4.2. The directors approved the proposal for allocation of the whole amount of the financial results for the year ended December 31, 2012, in the amount of R\$ 1,074,289,736.88, which will be submitted to the Annual Shareholders' Meeting scheduled to take place in April 15, 2013, to Dividends. After offsetting this amount against interim dividends amounting to R\$ 595,587,000.00, paid in the course of 2012, and interest on shareholders' equity amounting to R\$ 90,000,000.00, paid and/or credited to shareholders in the course of 2012, the proposal is for distribution of the balance of R\$ 388,702,736.88 to shareholders by way of dividends, which correspond to distribution of R\$ 0.20102177 per share (the estimated distribution per share may change due to reissue of treasury stocks implemented for fulfillment of stock options exercised within the scope of the Stock Option Plan adopted by the Company or by virtue of share repurchases within the scope of the Share Buyback Plan adopted by the Company).

4.2.1. Payment of the dividends thus declared is set to be made on April 30, 2013, based on the ownership structure as of the book closure date of April 17, 2013;

4.2.2. Thus, Company shares will trade "cum dividend" up until and including April 17, 2013, whereas starting from April 18, 2013, the shares will trade "ex-dividend".

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, February 19, 2013. (sgd.) Arminio Fraga Neto, Charles Peter Carey, Claudio Luiz da Silva Haddad, José Roberto Mendonça de Barros, Julio de Siqueira Carvalho de Araújo, Luis Stuhlberger, Pedro Pullen Parente, Renato Diniz Junqueira and René Marc Kern – Directors.

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

(sgd.)
Arminio Fraga Neto
Chairman