

**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  
Corporate Registration (NIRE) No.35.300.351.452  
*A Public Company*

**MINUTES OF THE COMBINED ANNUAL AND EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETING HELD ON APRIL 15, 2013**

**DATE, TIME AND PLACE.** On April 15, 2013, at 11 a.m., exceptionally on this occasion held outside the registered office of the Company, at Rua XV de Novembro, 275, in the City of São Paulo, State of São Paulo.

**CALL NOTICE.** Call notice published on March 15, 16 and 19, 2013, in the Official Gazette of the State of São Paulo (pages 92, 17 and 110, respectively) and on March 15, 18 and 19, 2013, in the *Valor Econômico* newspaper (pages B7, B5 and B8, respectively).

**PUBLICATIONS.** The management's report and the financial statements as of and for the year ended December 31, 2012, and related notes, in conjunction with the independent auditors' report prepared by PricewaterhouseCoopers Auditores Independentes and the audit committee report have been published on February 20, 2013, in the Official Gazette of the State of São Paulo (pages 13 through 26) and in the *Valor Econômico* newspaper (pages A13 through A20).

**ATTENDANCE.** Attendance by holders of record representing over thirty-eight percent (38%) of the voting shares of stock, as per signatures affixed in the Shareholders' Attendance List in the proper register. Mr. Luiz Antonio Fossa, representing PricewaterhouseCoopers Auditores Independentes, and officers of the Company were also present.

**PRESIDING OFFICERS.** Chairman: Mr. Arminio Fraga Neto; Secretary: Mr. Edemir Pinto. Mr. Eduardo Refinetti Guardia, Chief Financial, Corporate Affairs and Investor Relations Officer of the Company; Ms. Maria Elsa Alba Bernhoeft, Human Resources Officer of the Company; Mr. Henrique de Rezende Vergara, General Counsel of the Company; and Mr. Paulo Cezar Aragão, the Company's external legal counsel.

**ORDER OF BUSINESS. I – At the Annual General Meeting:** (1) To receive the management's report, and to receive, review and judge the financial statements as of and for the year ended December 31, 2012; (2) To consider the proposal on allocation of net income for the year ended December 31, 2012; (3) To elect the members of the Board of Directors; and (3) To set the aggregate compensation payable in 2013 to members of the board of directors and the executive officers. **II – At the Extraordinary General Meeting:** (1) To decide on amendments to the Stock Options Plan of BM&FBOVESPA, pursuant to the Management's Proposal.

**DECISIONS.** Following an authorization for these minutes to be drawn up in summary form and published without the names and signatures of attending shareholders, as permitted

under article 130, paragraphs 1 and 2, of Brazilian Corporate Law (Law No. 6,404/76, as amended), the decisions set forth below were taken with abstentions from those legally precluded from voting.

**I – At the annual shareholders' meeting:**

(1) By unanimous affirmative vote, the shareholders approved the management's report and the financial statements as of and for the year ended December 31, 2012, and related notes and the independent auditors' report prepared by PricewaterhouseCoopers Auditores Independentes;

(2) By unanimous affirmative vote, the attending shareholders approved the proposal to allocate the full amount of net income for the year ended December 31, 2012, amounting to R\$1,074,289,736.88 to distribution by way of dividends. Accordingly, after offsetting the aggregate of R\$1,074,289,736.88 against interim distributions to shareholders over the course of 2012, in the amounts of R\$595,587,000.00 paid by way of interim dividends and R\$90,000,000.00 paid and/or credited by way of interest on shareholders' equity, the total net balance of R\$388,702,736.88 will be distributed and paid as dividend. As currently estimated, the distribution of this net balance would correspond to payment of R\$0.20102177 per share (which amount may change as a result of both treasury stock being reissued for fulfillment of stock options exercised pursuant to the Company's stock option plan, and repurchases carried out under the Company's Share Buyback Program). The dividend payment date has been set for April 30, 2013 and the book closure date determining the ownership structure pursuant to which holders of record will be entitled to dividends will be April 17, 2013. Thus, BM&FBOVESPA stocks will trade cum-dividend up until and including April 17, 2013, and starting from April 18, 2013, will trade ex-dividend.

(3) By a majority affirmative vote, and in accordance with the Bylaws, the attending shareholders elected the persons identified below to serve on the Board of Directors of the Company for a two-year term ending at the date of the annual shareholders' meeting that convenes to judge the 2014 financial statements. The directors thus elected will take office by signing the relevant instrument of investiture in the proper register: (i) Messrs. **ALFREDO ANTONIO LIMA DE MENEZES**, a Brazilian citizen, married, banker, with address in Cidade de Deus, Vila Yara, in the City of Osasco, State of São Paulo, Brazil, bearer of Identity Card RG No. 3.493.059-0 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 037.958.008-03; **ANDRÉ SANTOS ESTEVES**, a Brazilian citizen, married, system analyst, with address at Avenida Brigadeiro Faria Lima 3,477, 14<sup>th</sup> floor, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 07.767.022-2 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 857.454.487-68; **CANDIDO BOTELHO BRACHER**, a Brazilian citizen, married, business administrator, with address at Rua Piacá 22, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 10.266.958 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 039.690.188-38; **CHARLES PETER CAREY**, a United States citizen, married, business administrator and entrepreneur, with offices at 604 West 52<sup>nd</sup> Place, Western Springs, Illinois 60558, United States of America, bearer of Passport No. 027966928 issued by the U.S. State Department; and **JOSÉ DE MENEZES BERENGUER NETO**, a Brazilian

citizen, married, bachelor of laws, with address at Praça Pereira Coutinho 51, 20<sup>th</sup> floor, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 13.864.600-4 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 079.269.848-76; and (ii) as Independent Directors, Messrs. **CLAUDIO LUIZ DA SILVA HADDAD**, a Brazilian citizen, married, mechanical and industrial engineer, with address at Rua Irlanda 135, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 2002998 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 109.286.697-34; **JOSÉ ROBERTO MENDONÇA DE BARROS**, a Brazilian citizen, married, economist, with address at Rua Henrique Monteiro 90, 12<sup>th</sup> floor, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 2.965.578-X-SSP-SP and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 005.761.408-30; **LUIZ FERNANDO FIGUEIREDO**, a Brazilian citizen, married, business administrator, with address at Rua Taques Alvim 66, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 8.536.780-1 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 013.124.158-35; **LUIZ NELSON GUEDES DE CARVALHO**, a Brazilian citizen, married, college professor, economist and accountant, with address at Rua Evangelista Rodrigues 197, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 3.561.055-4 and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 027.891.838-72; **MARCELO FERNANDEZ TRINDADE**, a Brazilian citizen, married, lawyer, with address at Avenida Brigadeiro Faria Lima 2,601, 8<sup>th</sup> floor, in the City of São Paulo, State of São Paulo, Brazil, enrolled with the enrolled with the Brazilian Bar Association, Rio de Janeiro Chapter, under OAB/RJ No. 67729 and with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 776.785.247-49; and **PEDRO PULLEN PARENTE**, a Brazilian citizen, married, engineer, with address at Rua São Carlos do Pinhal 402, Apt. 12, in the City of São Paulo, State of São Paulo, Brazil, bearer of Identity Card RG No. 193545 SSP/DF and enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 059.326.371-53.

Taking the floor, shareholder Raymundo Magliano Filho informed the attending shareholders of the contents of the Manifesto of Brokerage and Dealer Firms Members of the Brazilian National Association of Securities, Forex and Commodities Brokers and Dealers, which at the direction of Chairman Arminio Fraga Neto is attached to these minutes.

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 under applicable law and regulations; (ii) no-liability statement, for the purposes of article 147 of Brazilian Corporate Law (Law No. 6,404/76, as amended) and article 2 of Brazilian Securities Commission (CVM) Ruling No. 367/02; and (iii) statement regarding ownership of securities issued by the Company, its subsidiaries or other companies within the group, as required under article 157 of Brazilian Corporate Law.

(3) By a majority affirmative vote, the attending shareholders set at an amount up to R\$5,276,664.34 the aggregate annual compensation attributable to members of the board of directors and at an amount up to R\$16,974,820.63 the aggregate annual compensation attributable to the executive officers.

## **II – At the extraordinary shareholders' meeting:**

(1) By a majority affirmative vote, and in line with the Management's Proposal, the attending shareholders approved the proposed amendments to the Stock Options Plan of BM&FBOVESPA.

**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 15, 2013.

**SIGNATURES. Presiding Officers** - Arminio Fraga Neto, Chairman; Edemir Pinto – Secretary; Eduardo Refinetti Guardia; Maria Elsa Alba Bernhoeft; Henrique de Rezende Vergara; Paulo Cezar Aragão. **Shareholders** (signatures follow).

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

Edemir Pinto  
Secretary

Attachment:

### **MANIFESTO OF BROKERAGE FIRMS AND DEALER FIRMS AT THE TIME OF THE MARCH 21, 2013, ANNUAL GENERAL MEETING OF THE MEMBERS OF ANCORD, THE BRAZILIAN NATIONAL ASSOCIATION OF SECURITIES, FOREX AND COMMODITIES BROKERS AND DEALERS (*ASSOCIAÇÃO NACIONAL DAS CORRETORAS E DISTRIBUIDORAS DE TÍTULOS E VALORES MOBILIÁRIOS, CÂMBIO E MERCADORIAS*).**

It is a common and widely known fact that increasingly in recent years, more particularly from 2008, the financial intermediaries have been experiencing difficulties spurred not only by the global economic and financial crisis, but also by domestic factors as excessive taxation and compliance costs related to rules recently issued by market regulators and self-regulatory organizations.

Currently, the crisis has become more acute, as can be seen from the overall financial condition of financial intermediaries, and this leads to a large number of redundancies, among other negative things.

Additionally, these economic conditions have been contributing to shrinking the local capital markets, which can be verified, among other indicators, by the reduction in number of retail investors and the dwindling number of IPOs.

Should this continue, eventually the crisis will deeply shake the capital markets, market capitalization will wither, investments will decline and, soon, very little room will be left for the private sector to operate.

Given this backdrop, in order for us to be able to join forces with the aim of reversing the bleak outlook, we, as market participants and representatives of the civil society, find it absolutely necessary to have brokers that are highly experienced and practiced in financial

intermediation participate in the Board of Directors of BVMF, which would prove to be a very healthy corporate governance practice.

We consider the measures thus far jointly agreed by BVMF and ANCORD to be significant, in particular the creation of a Brokers' Committee with direct ties to the Board of Directors of the Exchange, which we regard as an excellent initiative.

However, in order to contribute to reversing this difficult situation, the financial intermediaries must further rekindle their relations with BM&FBOVESPA, which can be achieved through representation at Board level by means of appointing representatives to take two seats on the Board of Directors of the Exchange, which will give us the ability to transmit directly and effectively our claims, projects and the sentiment of the financial intermediation industry.

This is the position of brokerage and dealer firms, which ultimately are the commercial arm of the Exchange.