

**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 EXTRAORDINARY MEETING OF THE  
BOARD OF DIRECTORS HELD ON APRIL 15, 2013**

- 1. Date, Time and Place.** Meeting held on April 15, 2013, at 1 p.m., in the registered office of the Company, at Praça Antonio Prado 48, 7<sup>th</sup> floor, Downtown, city of São Paulo, state of São Paulo.
- 2. Attendance.** Messrs. André Santos Esteves, Claudio Luiz da Silva Haddad, José de Menezes Berenguer Neto, José Roberto Mendonça de Barros, Luiz Fernando Figueiredo, Luiz Nelson Guedes de Carvalho and Pedro Pullen Parente. Such as permitted under paragraph 4 of article 26 of the Bylaws, Director Charles Peter Carey attended the meeting by video conference, while Director Marcelo Fernandez Trindade attended via conference call. Justified absences of Directors Alfredo Antônio Lima de Menezes and Candido Botelho Bracher.
- 3. Presiding Officers.** Mr. José Roberto Mendonça de Barros – Chairman; Mr. Henrique de Rezende Vergara – Secretary.
- 4. Resolutions taken by unanimous voting, without objection. These minutes in summary form have been duly authorized.**
  - 4.1.** Director Pedro Pullen Parente was appointed to serve as Chairman of the Board. Mr. Pedro Pullen Parente abstained from voting.
  - 4.2.** Director Marcelo Fernandez Trindade was appointed to serve as Vice Chairman of the Board. Mr. Marcelo Fernandez Trindade abstained from voting.
  - 4.3.** After debates conducted by the Chairman, Mr. Pedro Pullen Parente, the directors approved the composition of the board advisory committees, as set forth below. The committee members appointed at this time will serve for a two-year term starting from today's date.
    - 4.3.1.** Nominations and Governance Committee: (a) Independent Director Pedro Pullen Parente, who will act as Committee Coordinator; (b) Independent Director Claudio Luiz da Silva Haddad, and (c) José de Menezes Berenguer Neto;
    - 4.3.2.** Compensation Committee: (a) Independent Director Pedro Pullen Parente, who will act as Committee Coordinator; (b) Independent Director Claudio Luiz da Silva Haddad, and (c) José de Menezes Berenguer Neto; and
    - 4.3.3.** Risk Committee: (a) Director Luiz Fernando Figueiredo, who will act as Committee Coordinator; (b) Director Alfredo Antônio Lima de Menezes; and, serving as Independent Directors, (c) José Roberto Mendonça de Barros, and (d) Pedro Pullen Parente.
  - 4.4.** The directors (i) appointed Independent Director Luiz Nelson Guedes de Carvalho to

serve as independent Audit Committee member, replacing Mr. Renato Diniz Junqueira for the remainder of his term. In addition, for fulfillment of the requirement under paragraph 6 of article 31-C of Brazilian Securities Commission (CVM) Ruling No. 308/99, as amended by CVM Ruling No. 509/12, Mr. Carvalho will be serving in the Audit Committee in the capacity of Finance Specialist; and (ii) appointed Mr. Pedro de Oliva Marcilio to serve as independent external member of the Audit Committee. Mr. Marcilio, who has been serving as ad-hoc committee member, will perform the function as effective member for the remainder of his term;

**4.4.1.** As a result of the above decision, the composition of the Audit Committee will be as set forth below hereafter and through to the end of its members' term of office, which is set to expire on June 16, 2013: (a) Ms. Tereza Cristina Grossi Togni, as external independent member acting as Committee Coordinator; (b) Independent Director Luiz Nelson Guedes de Carvalho; and (c) Messrs. Paulo Roberto Simões da Cunha, Pedro de Oliva Marcilio and Sérgio Darcy da Silva Alves, each as independent external member.

**4.5.** The directors approved the composition of the Advisory Committee for the Securities Intermediation Industry, which the Board established at an extraordinary meeting held on March 5, 2013. The committee members appointed at this time will serve for a two-year term starting from today's date. Thus, the Committee will be composed as follows: (a) Director José de Menezes Berenguer Neto, who will act as Committee Coordinator; (b) Director Luiz Fernando Figueiredo; and, acting as external committee members, (c) Messrs. Carlos Arnaldo Borges de Souza; (d) Joaquim da Silva Ferreira; (e) Julio de Siqueira Carvalho de Araújo, and (f) Manoel Felix Cintra Neto.

**5. Closing.** There being no other business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by all directors in attendance. São Paulo, April 15, 2013. Signatures: Messrs. André Santos Esteves, Charles Peter Carey, Claudio Luiz da Silva Haddad, José de Menezes Berenguer Neto, José Roberto Mendonça de Barros, Luiz Fernando Figueiredo, Luiz Nelson Guedes de Carvalho, Marcelo Fernandez Trindade and Pedro Pullen Parente.

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

José Roberto Mendonça de Barros  
Chairman