

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 ORDINARY MEETING OF THE
BOARD OF DIRECTORS HELD ON MAY 9, 2013**

- 1. Date, Time and Place.** Meeting held on May 9, 2013, at 1 p.m., in 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.** Mr. Pedro Pullen Parente – Chairman of the Board; and Messrs. Alfredo Antonio Lima de Menezes, Candido Botelho Bracher, Claudio Luiz da Silva Haddad, José de Menezes Berenguer Neto, José Roberto Mendonça de Barros, Luiz Nelson Guedes de Carvalho and Marcelo Fernandez Trindade. Such as permitted under paragraph 4 of article 26 of the Bylaws, Director Charles Peter Carey attended the meeting by video conference. Justified absence of Directors André Santos Esteves and Luiz Fernando Figueiredo.
- 3. Presiding Officers.** Mr. Pedro Pullen Parente – 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.** For the record, effective from May 2, 2013, Mr. Marcelo Maziero resigned from his office as Chief Products and Customers Officer.
 - 4.2.** The following persons were elected to serve on the Executive Management Board of the Company for a two-year term.
 - a) as Chief Executive Officer, Mr. EDEMIR PINTO, a Brazilian citizen, married, economist, bearer of Identity Card RG No. 6.572.298, enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 614.304.988-20, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado 48, 7th floor;
 - b) as Chief Operations, Clearing and Depository Officer, Mr. CÍCERO AUGUSTO VIEIRA NETO, a Brazilian citizen, married, economist, bearer of Identity Card RG No. 14.189.028-9, enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 128.501.208-98, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado 48, 7th floor; and
 - c) as Chief Information Technology and Security Officer, Mr. LUÍS OTÁVIO SALIBA FURTADO, a Brazilian citizen, divorced, system analyst, bearer of Identity Card RG No. 06.623.296-8, enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 926.046687-34, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado 48, 7th floor.

4.3. The name of the Products and Customers Executive Office changes to Products and Investor Relations Executive Office. To lead the department as Chief Products and Investor Relations Officer, the directors elected Mr. EDUARDO REFINETTI GUARDIA, a Brazilian citizen, married, economist, bearer of Identity Card RG No. 11.329.884-5, enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 088.666.638-40, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado 48, 7th floor. He currently holds a position as executive officer appointed to serve as Investor Relations Officer pursuant to applicable regulations.

4.4. The name of the Financial, Corporate Affairs and Investor Relations Executive Office changes to Financial and Corporate Affairs Executive Office. To lead the department as Chief Financial and Corporate Affairs Officer, the directors elected Mr. DANIEL SONDER, a Brazilian citizen, married, economist, bearer of Identity Card RG No. 24.448.000-x, enrolled with the Individual Taxpayers' Registry of the Ministry of Finance under CPF/MF No. 283.092.178-03, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado 48, 7th floor.

4.5. Given the above decisions, the Executive Management Board is now composed of the following members: Mr. EDEMIR PINTO serves as Chief Executive Officer; Mr. CÍCERO AUGUSTO VIEIRA NETO serves as Chief Operations, Clearing and Depository Officer; Mr. DANIEL SONDER serves as Chief Financial and Corporate Affairs Officer; Mr. EDUARDO REFINETTI GUARDIA serves as Chief Products and Investor Relations Officer; and Mr. LUÍS OTÁVIO SALIBA FURTADO serves as Chief Information Technology and Security Officer.

4.6. Based on article 56 of the Bylaws, the directors approved the distribution of interest on shareholders' equity and dividends out of net income for the first quarter 2013 in the aggregate amount of R\$213,580,000.00, or aggregate estimated payment per share of R\$0.110581330. Net of withholding income tax levied at the rate of 15%, this should result in aggregate net payment of R\$0.106698190 per share, except for shareholders that are subject to a different tax treatment or are exempt from this tax. Additionally, the following terms and conditions apply to such distribution:

4.6.1. the amount of R\$50,000,000.00 is declared by way of interest on shareholders' equity for the first quarter 2013 pursuant to article 9 of Law No. 9,249/95 and it represents the gross amount per share of R\$0.025887560 and net payment per share of R\$0.022004420. Moreover, as permitted under applicable law, the amount thus distributed will be imputed to, and calculated as part of the 2013 mandatory annual dividend distribution;

4.6.2. the amount of R\$163,580,000.00 is declared by way of dividends out of net income for the first quarter 2013 and it represents the payment per share of R\$0.084693770;

4.6.3. per-share payout amounts are estimated and may change due to reissue of treasury stock implemented for fulfillment of stock options exercised within the scope of the Stock Option Plan of the Company or share repurchases possibly carried out within the scope of the Share Buyback Plan adopted by the Company;

4.6.4. interest on shareholders' equity and dividends now declared will be paid to shareholders of record on June 7, 2013, based on the ownership structure as of the book closure date of May 21, 2013; and

4.6.5. as a result, BM&FBOVESPA shares will trade 'cum interest on shareholders' equity' and 'cum dividend' and up to and including May 21, 2013, whereas starting from May 22, 2013, the shares will trade 'ex-interest on shareholders' capital' and 'ex-dividend'.

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, May 9, 2013. Signatures: Messrs. Pedro Pullen Parente, Alfredo Antonio Lima de Menezes, Candido Botelho Bracher, Charles Peter Carey, Claudio Luiz da Silva Haddad, José de Menezes Berenguer Neto, José Roberto Mendonça de Barros, Luiz Nelson Guedes de Carvalho and Marcelo Fernandez Trindade.

I certify that this is a true copy of the minutes drawn up in the proper register.

(sgd.)
Pedro Pullen Parente
Chairman