

**BM&F BOVESPA 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 ANNUAL GENERAL MEETING HELD ON MARCH 24, 2014**

**DATE, TIME AND PLACE.** On March 24, 2014, at 12 p.m., as an exception on this occasion held at Rua XV de Novembro, 275, in the City of São Paulo, State of São Paulo, rather than in the registered office of BM&FBOVESPA.

**CALL NOTICE.** Call notice published on February 21, 22 and 25, 2014, in the Official Gazette of the State of São Paulo (pages 92, 12 and 83, respectively) and on February 21, 24 and 25, 2014, in the *Valor Econômico* newspaper (pages A7, B5 and A5, respectively).

**PUBLICATIONS.** The Management's Annual Report and the Financial Statements as of and for the year ended December 31, 2013, and related notes, in conjunction with the independent auditors' report prepared by Ernst & Young Auditores Independentes and the Audit Committee Report have been published on February 15, 2014, in the Official Gazette of the State of São Paulo (pages 5 through 17) and on February 14, 2014, in the *Valor Econômico* newspaper (pages B13 through B20).

**ATTENDANCE.** Attendance by holders of record representing over thirty-three percent (33%) of the shares of voting stock (and the capital stock), per signatures affixed to the Shareholders' Attendance List in the proper register. Further in attendance were directors and officers of the Company and Mr. Flavio Serpejante Peppe, representing Ernst & Young Auditores Independentes.

**PRESIDING OFFICERS.** Chairman: Mr. Luiz Nelson Guedes de Carvalho; Secretary: Mr. Edemir Pinto. Mr. Eduardo Refinetti Guardia, Chief Products and Investor Relations Officer of the Company; Mr. Daniel Sonder, Chief Financial and Corporate Affairs Officer of the Company, Ms. Maria Elsa Alba Bernhoeft, Chief Human Resources Officer of the Company; Mr. Roberto Augusto Belchior da Silva, Legal Officer of the Company; and Mr. Paulo Cezar Aragão, the Company's external legal counsel.

**ORDER OF BUSINESS.** (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, 2013; (2) To consider the proposal on allocation of net income for the year ended December 31, 2013; and (3) To set the aggregate compensation payable in 2014 to members of the board of directors and the executive management board.

**DECISIONS.** Following the authorization for these minutes to be drawn up in summary form and published without the names of shareholders that signed the attendance list, 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.

(1) By unanimous affirmative vote of the attendees, the shareholders approved the management's report and the financial statements as of and for the year ended December 31, 2013, and related notes, in conjunction with the independent auditors' report prepared by Ernst & Young Auditores Independentes;

(2) By unanimous affirmative vote of the attendees, the shareholders approved the proposal to allocate the full amount of net income for the year ended December 31, 2013, amounting to R\$1,081,516,765.50 in the following ways: (i) allocation of R\$865,213,000.00 to distribution by way of mandatory dividends. Accordingly, after offsetting net income available for distribution against interim distributions to shareholders over the course of 2013 (in the amounts of R\$669,510,000.00 paid by way of interim dividends and R\$50,000,000.00 paid or credited by way of interest on shareholders' equity), the total net balance of R\$145,703,000.00 is to be distributed and paid as dividend. As currently estimated, this distribution would correspond to payment of R\$0.07847515 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 Options Plan, and repurchases possibly carried out under the Company's Share Buyback Program); and (ii) allocation of R\$216,303,765.50 to a bylaws reserve for investments and funding of settlement funds and safeguard mechanisms adopted by the Company. The dividend payment date has been set for June 11, 2014, with June 11, 2014, being the book closure date that will determine the ownership structure based on which holders of record will be entitled to dividends. Thus, BM&FBOVESPA stocks will trade cum-dividend up until and including June 11, 2014, whereas starting from June 12, 2014, the shares will trade ex-dividend; and

(3) By a majority affirmative vote of attendees, the shareholders set the aggregate annual compensation attributable to members of the board of directors at an amount up to R\$5,967,000.00, and the aggregate annual compensation attributable to the executive officers at an amount up to R\$18,085,000.00.

**CLOSING.** There being no further business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by the attendees. São Paulo, March 24, 2014. Signatures: Luiz Nelson Guedes de Carvalho – Chairman; Edemir Pinto – Secretary; Daniel Sonder; Eduardo Refinetti Guardia; Maria Elsa Alba Bernhoeft; Paulo Cezar Aragão; and Roberto Augusto Belchior da Silva. Shareholders: WINTERGREEN FUND INC., JANUS GLOBAL TECHNOLOGY FUND, CF DV EMERGING MARKETS STOCK INDEX FUND, BLACKROCK CDN MSCI EMERGING MARKETS INDEX FUND, ABERDEEN LATIN AMERICAN EQUITY FUND, THE NOMURA TRUST AND BANKING CO., LTD. RE: INTERNATIONAL EMERGING STOCK INDEX MSCI EMERGING NO HEDGE MOTHER FUND, THE HEARST CORPORATION MASTER TRUST FOR PENSION AND PROFIT SHARING PLANS, NZAM EM8 EQUITY PASSIVE FUND, WELLS FARGO EMERGING MARKETS EQUITY FUND, WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY FUND, GOLDMAN SACHS GMS ERISA GROUP TRUST ON BEHALF ON NON-US EQUITY MANAGERS: PORTFOLIO I (ERISA), GOLDMAN SACHS FUNDS II – GOLDMAN GMS EMERGING MARKETS EQUITY PORTFOLIO, DB X – TRACKERS MSCI EMERGING MARKETS HEDGED EQUITY FUND, T. ROWE PRICE INSTITUTIONAL GLOBAL LARGE CAP EQUITY FUND, T. ROWE PRICE INSTITUTIONAL INTERNATIONAL CORE EQUITY FUND, T. ROWE PRICE GLOBAL LARGE CAP STOCK FUND, EQUITY TRUSTEES AS RESPONSIBLE ENTITY FOR T. ROWE PRICE GLOBAL EQUITY FUND, EMERGING MARKETS EQUITY TRUST 4, CITY OF NEW YORK DEFERRED COMPENSATION PLAN, CHURCH OF ENGLAND INVESTMENT FUND FOR PENSIONS, CHAUTAUQUA INTERNATIONAL GROWTH EQUITY QP FUND LP, CHANG HWA COMMERCIAL BANK LTD. IN ITS CAPACITY AS MASTER CUSTODIAN OF ING BRAZIL FUND, CENTRAL STATES SOUTH EAST AND SOUTH WEST AREAS PENSION FUND, CANADA PENSION PLAN INVESTMENT BOARD, CAMPBELLS SOUP COMPANY PENSION AND RETIREMENT TRUST, CALVERT WORLD VALUES FUND INC CALVERT INTERNATIONAL OPPORTUNITIES FUND,

STATE OF CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM, PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO, REGIME DE RENTES DU MOUVEMENT DES JARDINS, RENAISSANCE GLOBAL MARKETS FUND, HOWARD HUGHES MEDICAL INSTITUTE, HEWLETT PACKARD COMPANY TAX SAVING CAPITAL ACCUMULATION PLAN, HEWLETT PACKARD COMPANY MASTER TRUST, GMO WORLD EX-UQ EQUITY FUND, GMO IMPLEMENTATION FUND, GMO GLOBAL REAL RETURN (UCITS) FUND, GLOBAL X BRAZIL MID CAP ETF, GLOBAL X BRAZIL FINANCIALS ETF, FORD MOTOR COMPANY OF CANADA LIMITED PENSION TRUST, FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST, FUTURE FUND BOARD OF GUARDIANS, FONDS PRIVE GPD ACTIONS INTERNATIONALS, FIDELITY ADVISORS SERIES 1 FIDELITY ADVISOR SERIES GROWTH OPPORTUNITIES FUND, EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PENSIONS, EMERGING MARKETS EQUITY MANAGERS: PORTFOLIO 1 OFFSHORE MASTER LP, EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND, EMERGING MARKETS INTERNATIONAL FUND, EMERGING MARKETS INDEX NON LENDABLE FUND B, EMERGING MARKETS INDEX NON LENDABLE FUND, EMERGING MARKETS EX CONTROVERSIAL WEAPONS EQUITY INDEX FUND B, EMERGING MARKETS EQUITY INDEX PLUS FUND, EMERGING MARKETS EQUITY INDEX MASTER FUND, EMERGING MARKETS EQUITY FUND, EATON VANCE TRUST COMPANY COMMON TRUST FUND – PARAMETRIC STRUCTURE EMERGING MARKETS EQUITY COMMON TRUST FUND, DUKE POWER CO. EMPLOYEE RETIREMENT PLAN, DREYFUS INVESTMENT FUNDS – DREYFUS / THE BOSTON COMPANY EMERGING MARKETS CORE EQUITY FUND, DREYFUS INTERNATIONAL FUNDS INC. – DREYFUS EMERGING MARKETS FUND, DES JARDINS OVERSEAS EQUITY GROWTH FUND, DES JARDINS FINANCIAL SECURITY BAILLIE GIFFORD INTERNATIONAL EQUITY FUND, CURATORS OF THE UNIVERSITY OF MISSOURI AS TRUSTEE OF UNIVERSITY OF MISSOURI R D D BENEFIT PLAN, COUNTY EMPLOYEES ANUITY AND BENEFIT FUND OF THE COOK COUNTY, COMMONWEALTH SUPERANNUATION CORPORATION, COMMON WEALTH OF PENNSYLVANIA STATE EMPLOYEES RETIREMENT SYSTEM, COMMONFUND MSE MASTER FUND LLC, COLLEGE RETIREMENT EQUITIES FUND, CN CANADIAN MASTER TRUST FUND, CITY OF NEW YORK GROUP TRUST, ABERDEEN LATIN AMERICA EQUITY FUND, LYONDELL CHEMICAL COMPANY RETIREMENT MASTER TRUST, MARQUIS INSTITUTIONAL GLOBAL EQUITY PORTFOLIO, MERCER EMERGING MARKETS EQUITY FUND, MFS EMERGING MARKETS EQUITY FUND, MFS INTERNATIONAL EQUITY FUND II, MFS INVESTMENT FUNDS – EMERGING MARKETS EQUITY FUND, MILLPENCIL US LP, MINISTRY OF STRATEGY AND FINANCE, MONSANTO COMPANY DEFINED CONTRIBUTION AND EMPLOYEE STOCK OWNERSHIP TRUST, MONSANTO COMPANY MASTER PENSION TRUST, NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, NATIONAL WESTMINSTER BANK PLC AS DEP OF PFS SOMERSET GLOBAL EMERGING MARKETS FUND, NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF JUPITER GLOBAL EMERGING MARKETS FUND, NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF JUPITER GLOBAL MANAGED FUND, NAV CANADA PENSION PLAN, NEUBERGER BERMAN EQUITY FUND – EMERGING MARKETS EQUITY FUND, NEW YORK STATE TEACHERS RETIREMENT SYSTEM, NEW ZEALAND SUPERANNUATION FUND, NORTHERN TRUST INVESTMENT FUNDS PLC, NORTHWESTERN MUTUAL SERIES FUND INC. EMERGING MARKETS EQUITY PORTFOLIO, PICTET – EMERGING MARKETS, PICTET – EMERGING MARKETS HIGH DIVIDEND, PICTET – EMERGING MARKET INDEX, PICTET – EMERGING MARKETS SUSTAINABLE EQUITIES, PICTET FUNDS SA RE: PI CH – EMERGING MARKETS TRACKER, PICTET GLOBAL SELECTION FUND MANAGEMENT LUXEMBOURG ON BEHALF OF PICTET GLOBAL SELECTION FUND – GLOBAL GROWING MARKET FUND, PICTET GLOBAL SELECTION FUND MANAGEMENT LUXEMBOURG ON BEHALF OF PICTET GLOBAL SELECTION FUND – GLOBAL HIGH YIELD EMERGING EQUITIES FUND, PIONEER MULTI-ASSET REAL RETURN FUND, PPL SERVICES CORPORATION MASTER TRUST, CAISSE DE DEPOT ET PLACEMENT DU QUEBEC, BRISTOL-MYERS SQUIBB COMPANY MASTER TRUST, BRIDGESTONE/FIRESTONE INC. MASTER RETIREMENT TRUST, BNY MELLON FUNDS TRUST – BNY MELLON EMERGING MARKETS FUND, BLACKROCK INSTITUTIONAL TRUST COMPANY NA, BEST INVESTMENT CORPORATION, BILLSOUTH CORPORATION RFA VEBA TRUST, BAYER CORPORATION MASTER TRUST, BARON GLOBAL ADVANTAGE FUND, BARON FIFTH AVENUE GROWTH FUND, BARON EMERGING MARKETS FUND, BARING UK UMBRELLA FUND – BARING THEMED EQUITY FUND, BARING UK UMBRELLA FUND – BARING EMERGING MARKETS FUND, THE SEVENTY SWEEDISH NATIONAL PENSION FUND – AP 7 EQUITY FUND, VANGUARD FTSE ALL – WORLD EX-US INDEX FUND A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUND, VIRGINIA RETIREMENT SYSTEM, WELLS FARGO EMERGING MARKETS LARGE/MID CAP FUND, THE MASTER TRUST BANK OF JAPAN LTD AS TRUSTEE FOR RUSSELL EMERGING DIVIDEND GROWTH MOTHER FUND, VANGUARD EMERGING MARKETS STOCK

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PUBLIC LIMITED COMPANY, IOWA PUBLIC EMPLOYEES RETIREMENT SYSTEM, ILLINOIS STATE BOARD OF INVESTMENT, IBM 401(K) PLUS PLAN, HALLIBURTON CO EMPLOYEE BENEFIT MASTER TRUST, FRANCISCAN ALLIANCE INC, FLORIDA RETIREMENT SYSTEM TRUST FUND, FIRST TRUST BRAZIL ALPHADDEX FUND, FIRST TRUST BICK INDEX FUND, FIDELITY SALEM STREET TRUST: SPARTAN EMERGING MARKETS INDEX FUND \* FIDELITY SALEM STREET TRUST: SPARTAN GLOBAL EX U.U. INDEX FUND, FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX U.S INDEX FUND \* FIDELITY MT. VERNON STREET TRUST: FIDELITY GROWTH STRATEGIES FUND, FIDELITY MT. VERNON STREET TRUST: FIDELITY GROWTH COMPANY FUND, DREYFUS INTERNATIONAL FUND, INC. – DREYFUS BRAZIL EQUITY FUND, DOMINION RESOURCES, INC. MASTER TRUST, DELAWARE GROUP GLOBAL & INTERNATIONAL FUNDS – DELAWARE FOCUS GLOBAL GROWTH FUND, CIBC EMERGING MARKETS INDEX FUND, CHIMCO ALPHA FUND, LLC, BRITISH AIRWAYS PENSION TRUSTEES LTD. (MPF A/C), BRITISH AIRWAYS PENSION TRUSTEES LIMITED – MAIN A/C, BOC PENSION INVESTMENT FUND, BNY MELLON GLOBAL FUNDS, PLC, ASCENSION HEALTH MASTER PENSION TRUST, AMERICAN AIRLINES, INC. MASTER FIXED BENEFIT PENSION TRUST, ADVANCED SERIES TRUST – AST RCM WORLD TRENDS PORTFOLIO, LVIP BLACKROCK EMERGING MARKETS INDEX RPM FUND, MASSMUTUAL PREMIER GLOBAL FUND, EMERGING MARKETS PLUS SERIES OF BLACKROCK QUANTITATIVE PARTNERS, LP., MASSMUTUAL PREMIER STRATEGIC EMERGING MARKETS FUND, MASSMUTUAL SELECT OVERSEAS FUND, MELLON BANK N.A. EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN, (sgd.) Daniel Alves Ferreira; ASSOCIAÇÃO BOVESPA, (sgd.) Sonia Aparecida Consiglio Favaretto, AMADEU ZAMBONI NETO, CINTHIA C. DA SILVA VELLO, ANTONIO CARLOS RAGO, CHAO EN HUNG, FRANCISCO FALCÃO LEITE, MARIA GUSTAVA BROCHADO HELLER, STEPHAN ALBERT BURSTIN, ELITE CORRETORA DE CÂMBIO E VALORES MOBILIÁRIOS LTDA., OTTO DOS SANTOS (sgd.) Otto dos Santos, FUTURA COMMODITIES CORRETORES DE MERCADORIAS, JOÃO DA SILVA FERREIRA NETO, JOAQUIM DA SILVA FERREIRA, ANDRÉ DE CARVALHO FERREIRA, MANOELA FERREIRA GOMES, URS WALTER WEGMANN, (sgd.) Joaquim da Silva Ferreira, ASCESE FUNDO DE INVESTIMENTO EM AÇÕES, DYBRA FUNDO DE INVESTIMENTO EM AÇÕES, DYC FUNDO DE INVESTIMENTO EM AÇÕES, DYNAMO BETON FUNDO DE INVESTIMENTO EM AÇÕES, DYNAMO BRASIL I LLC, DYNAMO BRASIL II LLC, DYNAMO BRASIL III LLC, DYNAMO BRASIL IX LLC, DYNAMO BRASIL V LLC, DYNAMO BRASIL VI LLC, DYNAMO BRASIL VII LLC, DYNAMO BRASIL VIII LLC, DYNAMO BRASIL XIII LLC, DYNAMO COUGAR FIA BDR NÍVEL 1, FPRV ARX MELRO FUNDO DE INVESTIMENTO EM AÇÕES PREVIDENCIÁRIO, KEMNAY DYBRA LLC, RAUTA FUNDO DE INVESTIMENTO EM AÇÕES, SÃO FERNANDO IV FUNDO DE INVESTIMENTO EM AÇÕES, TNAD FUNDO DE INVESTIMENTO EM AÇÕES, (sgd.) Gustavo Aranha Alves Barreto, FIA SABESPREV M SQUARE AÇÕES VALOR, M SQUARE AÇÕES CSHG MASTER FIA, M SQUARE ALISIO FIA, MBV FUNDO DE INVESTIMENTO EM AÇÕES, MSQ BRV LLC, MSQ BRV LONG ONLY LLC, NATO FI EM AÇÕES – INVESTIMENTO NO EXTERIOR, YALE UNIVERSITY, (sgd.) Murilo Arruda, TOV CORRETORA DE CÂMBIO TÍTULOS E VALORES MOBILIÁRIOS LTDA., FERNANDO FRANCISCO BROCHADO HELLER, (sgd.) Fernando Francisco Brochado Heller, IGUATEMI DIVIDENDOS FUNDO DE INVESTIMENTO DE AÇÕES, (sgd.) Roberto Augusto Belchior da Silva.