

**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  
*A Public Company*

**SECOND CALL NOTICE**  
**EXTRAORDINARY GENERAL MEETING**

The shareholders of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“BM&FBOVESPA”) are invited to attend the Extraordinary General Meeting set to convene on second call at 12 noon on May 26, 2014, in the registered office premises located at Praça Antônio Prado 48, Downtown in the City of São Paulo, State of São Paulo, to consider and vote on the following order of business:

Amending the following provisions of the Bylaws of BM&FBOVESPA, set forth in the relevant Management’s Proposal:

- (a) Article 5 – amendment to state the current number of shares issued and outstanding, following the cancellation of 80,000,000 treasury shares approved at a meeting of the Board of Directors held on February 13, 2014, with no change in capital stock amount;
- (b) Article 16, indent ‘e’ – amendment to include mention to a stock awards plan; and
- (c) general amendments to improve language, correct misspellings and make other formal and wording adjustments, as follows:
  - (c.1) Article 6, main provision;
  - (c.2) Article 7, main provision and paragraphs 2, 3 and 4;
  - (c.3) Article 8, paragraph 2;
  - (c.4) Article 12, main provision and paragraphs 1 through 8;
  - (c.5) Article 13, main provision and paragraphs 1 and 2;
  - (c.6) Article 14;
  - (c.7) Article 15, main provision and paragraphs 1 through 3;
  - (c.8) Article 16, main provision and indent ‘a’;
  - (c.9) Article 17, main provision and paragraph 1;
  - (c.10) Article 18, main provision and paragraphs 1 and 2;
  - (c.11) Article 21, sole paragraph;
  - (c.12) Article 22, main provision and paragraphs 3 and 4;
  - (c.13) Article 23, paragraphs 2, 3 and 6;
  - (c.14) Article 24, main provision and paragraphs 2, 3 and 6;
  - (c.15) Article 26, main

provision; (c.16) Article 27, main provision; (c.17) Article 29, indents 'a,' 'd,' 'e,' 'f,' and 'l'; (c.18) Article 31; (c.19) Article 35, indent 'l'; (c.20) Article 38, indent 'f'; (c.21) Article 43, paragraph 2 (indent 'b'); (c.22) Article 47, indent 'j'; (c.23) Article 49, paragraph 1 (indent 'b'); (c.24) Article 50, sole paragraph (indents 'a' and 'c'); (c.25) Article 52, main provision, paragraphs 1, 4 and 5; (c.26) Article 53, paragraph 1; (c.27) Article 54, sole paragraph; (c.28) Article 55, paragraphs 3 through 6; (c.29) Article 58, main provision; (c.30) Article 62, paragraph 2; (c.31) Article 63, main provision and paragraph 2; (c.32) Article 64, main provision; (c.33) Article 65, paragraphs 2 and 3; (c.34) Article 70, paragraph 1 (indent 'c'), paragraph 4 (indent 'a') and paragraph 5 (indents 'c,' 'd,' and 'e'); (c.35) Article 71; (c.36) Article 73, indent 'b'; (c.37) Article 74; (c.38) Article 77; and (c.39) Article 79.

The following documents are available for shareholders to withdraw at the registered office of BM&FBOVESPA, and are accessible in the Investor Relations' gateway at [www.bmfbovespa.com.br/ri/](http://www.bmfbovespa.com.br/ri/), as well as in our website at [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br) and in the Brazilian Securities Commission (CVM) website at [www.cvm.gov.br](http://www.cvm.gov.br): Management's Proposal, which includes a comparative table of current provisions and proposed Bylaws amendments, as well as the justifications thereof; and the Practical Guide to the Extraordinary Shareholders' Meeting, which includes the information required under CVM Ruling 481/09.

General Information. You may attend the meeting in person or appoint a delegate to attend on your behalf. For your convenience, the Company will be making available the "*Online General Meetings*" (or "*Assembleias Online*") system for electronic voting or voting by proxy, which in any event requires shareholders to register prior to the date of the meeting, as well as action being taken and documentation delivered for validation ahead of the meeting. The "*Online General Meetings*" system may be accessed at <http://www.onlinegeneralmeetings.com> (in English) or at [www.assembleiasonline.com.br](http://www.assembleiasonline.com.br) (in Portuguese). Additional information can be found in the Practical Guide to the Meeting.

Moreover, shareholders electing to appoint a delegate by granting traditional power of attorney are advised that this should be accomplished having regard to the requirements of article 126 of Brazilian Corporate Law (Law No. 6.404/76, as amended).

Additionally, we kindly request you to register to attend starting from May 14, 2014. Shareholders that are natural persons and wish to appoint a delegate to attend on their behalf should present the relevant power of attorney upon registering. Shareholders that are legal persons and wish to have a legal representative or appointed delegate attend the meeting on their behalf are advised that the registration process requires presenting proper documentation to evidence capacity and authority (corporate acts) given to the legal representative or, as the case may be, the appointed delegate (proxy; power of attorney). The required documents are expected to be delivered to the Company, at Praça Antônio Prado 48, 6<sup>th</sup> floor, Downtown, in São Paulo, Brazil, care of the Investor Relations Department of BM&FBOVESPA.

Attending shareholders, legal representatives and appointed delegates are advised to come bearing proper identification documents.

Shareholders already registered to attend the Combined Annual and Extraordinary Shareholders' Meetings called to convene on March 27, 2012, on first call, are excused from resubmitting the above mentioned documents. Notwithstanding, attending shareholders, legal representatives and appointed representatives are advised to come bearing proper identification documents.

São Paulo, May 13, 2014.

Pedro Pullen Parente  
Chairman of the Board