BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros

Brazilian Federal Taxpayer CNPJ nº 09.346.601/0001-25
Corporate Registry NIRE 35.300.351.452

NOTICE TO THE MARKET

Long-Term Incentive Plans

BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("Company") informs that it decided to offer to the beneficiaries of the Company's Stock Options Plan (respectively "Beneficiaries" and "Options") the following choices: i) remaining as holders of their Options, or (ii) cancelling their outstanding Options and receiving an amount in cash with respect to those Options which had already vested ("Vested Options"), and receiving shares of the Company, to be transferred in future dates, with respect to those Options which had not yet vested ("Non-vested Options").

The shares received with respect to the cancellation of Non-vested Options are subject to the Stock Grant Plan approved by the Company in an Extraordinary General Meeting on May 13, 2014.

This decision considered the aspects of the Law 12.973/14, which among other topics addresses the deductibility, for the purposes of calculating taxable profit, of the expenses associated with equity instruments granted to beneficiaries of incentive plans.

Given that close to all of the Beneficiaries have chosen to have their Options cancelled and to receive the amounts in cash and shares mentioned above, the Company considers that the resulting long-term incentive model will more efficiently meet the objectives of aligning Beneficiaries' interests with those of the Company and its shareholders, in the long term, as well as retaining key management personnel.

<u>Conditions for cancellation of the Options</u>

The amounts paid in cash and granted in shares for cancellation of the Options were calculated based on the fair value ("Fair Value") of the Options on January 05, 2015, a procedure set forth in CPC Pronouncement 10 (R1) approved by CVM Deliberation no. 650/10, and the results of these calculations were subject to a limited assurance work performed by specialized external consultant firm.

The cancelled Vested Options resulted in cash payments equivalent to the Fair Value of those Options. The cancelled Non-vested Options, meanwhile, resulted in the granting of a number of Company shares which was calculated based on the Fair Value of the Non-vested Options on January 05, 2015 and on the closing price of the shares on the same date (BRL 9.22).

Programs	Open interest in # of Options (Dec/14)	Fair value (BRL)	Converted vested Options		Converted non-vested Options	
			# of Options[1]	Total fair value (BRL)	# of Options	# of equities
2008	178,412	4.48	173,412	776,886	-	-
2009	621,780	3.72	581,780	2,164,222	-	-
2010	7,183,875	1.94	6,498,875	12,607,818	-	-
2011	6,484,900	3.37	3,971,275	13,383,197	2,257,375	825,138
2012	7,728,386	3.45	3,391,618	11,701,082	4,228,018	1,582,170
2013	9,755,809	4.09	2,414,578	9,875,624	7,243,731	3,213,606
2011 additional	2,113,241	4.90	1,025,300	5,023,970	1,025,280	544,906
2012 additional	1,936,513	4.34	-	-	1,919,785	903,694
2013 additional	2,971,880	4.87	-	-	2,971,880	1,569,771
Total[2]	**38,974,796**		**18,056,838**	**55,532,798**	**19,646,069**	**8,639,285**

[1] Does not include the 1,259,389 Options awarded in the past to employees who have recently left the Company, which had different exercise dates and therefore different fair values to those described above. The cancelation of this Options will result in cash payments of BRL 839,000.
[2] 12.5 thousand Options will not be cancelled, since the Beneficiaries did not adhere to the Company's proposal.

The shares granted in exchange for the cancelled Non-vested Options will be subject to the same rules in cases of dismissal, disablement, death or retirement. Furthermore, these shares will have dates for transfer that are the same as the vesting periods established for each Option program and will be transferred to the Beneficiaries in January of every year: 3,139,275 in 2016; 3,192,082 in 2017; 1,523,046 in 2018; and 784,882 in 2019.

<u>Impacts on the Financial Statements</u>

The cash payment made with respect to the cancellation of the Vested Options will be treated in the Company's Financial Statements as follows:

- BRL 56.4 million related to the principal amount (Fair Value of the Vested Options multiplied by the number of Vested Options, per Program), recognized against Shareholders' Equity, in the first quarter of 2015, with no impact in the Income Statement for the period, since these Options had already affected the Company's expenses in previous financial periods (as set forth in CPC 10 (R1) mentioned above); and

- BRL 33.5 million related to payroll taxes, recognized as personnel expenses during 2015 (around 80% in the first quarter), with a net impact in the Income Statement, after deductibility of income tax and social contributions, of BRL 22.8 million.

In the case of Non-vested Options, the personnel expenses related to the Options Plan, with no cash impact, to which the Company was already committed and which would have been recognized between 2015 and 2018, will be replaced with personnel expenses related to the Stock Grant Plan over the same period, also with no cash impact. As the transition was executed at Fair Value, the original values of the Options (now cancelled) will continue to be used as the reference for the expenses of the shares granted (as set forth in CPC 10 (R1)), with no change to the value to be expensed over time. The only additional impact will result from the payroll taxes (60.3% applied on the value of the shares transferred to the Beneficiaries) which will be provisioned and recognized as personnel expenses proportionate to each year and impact the Company's cash, almost in its entirety, on the date of the transfer of the shares. In other words, throughout 2015, payroll taxes will be provisioned in relation to the shares to be transferred to the Beneficiaries in January 2016, and so on for each year thereafter.

The expenses related to the principal amount and payroll taxes linked to the shares granted, as well as the expenses related to the amount paid in cash will not impact the adjusted expenses budget for 2015. In the case of the cash payment, this is a non-recurrent event, accounted for largely as a reduction in the Shareholders' Equity (therefore not impacting expenses, with the exception of the payroll taxes). Regarding the granting of stocks, we are seeking to maintain comparability with the adjusted expenses budgets previously announced by the Company that did not include expenses from the Options Programs.

Closing remarks

The guidelines and conditions which resulted in the cancelling of Options and in the payment of cash and granting of shares were approved by the Company's Board of Directors in a meeting held on December 24, 2014, with all of the steps necessary for its implementation revalidated by the Board of Director's Compensation Committee in a meeting held today, February 04, 2015.

The Company further clarifies that it remains fully convinced of its position regarding income and payroll tax treatment adopted for Options in the discussions of the notices of assessment presented by the Brazilian Federal Revenue Service in 2012 and 2014, considering that the awarding of Options does not characterize remuneration for tax purposes. The Company also informs that it has entered into commitments with the Beneficiaries to indemnify them, by undertaking potential liabilities related to tax assessments.

The characteristics of the Stock Options and Stock Grant Plans, as well as the notices of assessment presented against the Company, are described in the Reference Form (items 4 and 13) and in the Explanatory Notes to the Financial Statements (notes 14 and 18).

For further information please contact our Investor Relations team by telephone at (+55 11) 2565-4729/4418/4834.

São Paulo, February 04, 2015

Eduardo Refinetti Guardia
Chief Product and Investor Relations Officer