

**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

Public Company

**CALL NOTICE TO
COMBINED ANNUAL AND EXTRAORDINARY
SHAREHOLDERS' MEETING**

The shareholders of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“BM&FBOVESPA” or “Company”) are invited to attend the Combined Annual and Extraordinary Shareholders’ Meeting called to convene on March 30, 2015, at 11 a.m., as an exception not in the Company’s registered office but at Rua XV de Novembro, 275, Downtown, in the City of São Paulo, State of São Paulo, to resolve on the following order of business:

I – Agenda for the Annual General Meeting:

- (1) To receive Management’s annual report, and to receive, review and judge the Financial Statements as of and for the year ended December 31, 2014;
- (2) To consider the proposal on allocation of net income for the year ended December 31, 2014 and on dividends;
- (3) To elect the members of the Board of Directors; and
- (4) To set the aggregate compensation amount payable in 2015 to members of the board of directors and the board of executive officers.

II – Agenda for the Extraordinary General Meeting:

- (1) To consider and vote Management’s proposal to amend the following provisions of the Bylaws of BM&FBOVESPA:
 - (a) to amend Article 1 to include a new paragraph for compliance with subsection 8.1 of the recently revised Issuer Registration and Securities Listing Rules of BM&FBOVESPA;
 - (b) to amend Article 5 to state the modified number of shares currently issued and outstanding, as resulting from the cancellation of 85,000,000

shares of treasury stock, implemented with no reduction of the capital stock amount, as approved by the Board at the meeting held on 2/10/2015;

(c) to reword (c.1) Article 22, paragraph 4 (indent “b”); (c.2) Article 29, indent “b”; (c.3) Article 47, indent “c”; (c.4) Article 50, sole paragraph (indents “d” and “f”), as well to add: (c.5) indent “e” to paragraph 4 of Article 22; and (c.6) paragraph 1 to Article 32, in line with the better recommended corporate governance standards;

(d) to amend Article 22, indent “b” of paragraph 6, so as to increase from 5% to 7% the ownership limit that defines an independent director;

(e) to reword Article 30, indent “c”, to be consistent with the rules adopted by BM&FBOVESPA;

(f) amendments related to the authority and name of the existing Risk Committee, with changes to: (f.1) Article 45, indent “d”, (f.2) Article 51, main provision and paragraph 1 (indents “a,” “b,” and “c”); and additions as follows: (f.3) indents “d,” “e,” “f” and “g” of paragraph 1 of Article 51;

(g) to amend Article 46, main provision and paragraph 1, and addition of a paragraph 2 to allow the participation of one more Independent Director as Audit Committee member; and

(h) the following amendments relate to changes regarding renumbering of items, minor wording adjustments and corrections, including with respect to cross references: (h.1) Article 1, sole paragraph; (h.2) Article 22, paragraph 4 (indents “c” and “d”); (h.3) Article 32, sole paragraph; (h.4) Article 34, main provision; (h.5) Article 35, indent “1”; (h.6) Article 46, main provision, and paragraphs 2 though 5, and (h.7) Article 51, paragraph 1.

The following documents are available for shareholders to withdraw at the registered office of BM&FBOVESPA, and are accessible in the Investor Relations’ website at www.bmfbovespa.com.br/ri/, as well as in BM&FBOVESPA’s website at www.bmfbovespa.com.br and in the CVM website at www.cvm.gov.br: the Management Proposal, which includes (i) the proposal on allocation of net income for the year ended December 31, 2014; (ii) the slate of candidate directors who, if elected, would serve for a two-year term ending at the time the annual shareholders’ meeting convenes in 2017; (iii) the proposal on aggregate compensation payable to members

of the board of directors and members of the board of executive officers in 2015; and (iv) a comparative table of current bylaws' provisions, proposed amendments, and related justifications. Moreover, the following additional documents are also available and accessible at the same locations: (i) the Management's annual report; (ii) the financial statements as of and for the year ended December 31, 2014; (iii) the independent auditors' report, and (iv) the Audit Committee's annual report (which documents have been published in issue of February 11, 2015, of each of the "*Valor Econômico*" newspaper and the Official Gazette of the State of São Paulo), in addition to (v) the Practical Guide to the Combined Annual and Extraordinary Shareholders' Meeting, which includes the information required under CVM Instructions 480/09 and 481/09.

General Information: You may attend the meeting in person or appoint a delegate to attend. For the convenience of shareholders and as a means to encourage attendance, the Company will be making available the "*Online General Meetings*" (or "*Assembleias Online*") system for electronic voting or voting by proxy, which will require shareholders to register before the meeting date, as well as to take certain actions and deliver documents for validation. The "*Online General Meetings*" system may be accessed at www.assembleiasonline.com.br. Additional information can be found in the Practical Guide to the Shareholders' Meetings.

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

We kindly request our shareholders to register to attend starting from March 12, 2015. 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 given to the legal representative (corporate acts) or, as the case may be, appointed delegate (power of attorney). The required documents are expected to be delivered to the Company, at Rua XV de Novembro, 275, 5th 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.

Under Article 3 of CVM Ruling 165/91, as amended pursuant to CVM Ruling 282/98, holders of record representing at least five percent (5%) of

the shares of stock issued and outstanding are entitled to request adoption of cumulative voting for the election of board members.

São Paulo, February 26, 2015

Pedro Pullen Parente
Chairman of the Board of Directors