

**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

Publicly-held Company

**SECOND CALL NOTICE
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 Extraordinary Shareholders’ Meeting called to convene on April 13, 2015, at 11 a.m., on second call, exceptionally 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 amendment to the following articles of the Bylaws of BM&FBOVESPA, in accordance with the Management Proposal:

(a) to amend Article 1 to include a new paragraph for compliance with subsection 8.1 of the new Regulation for Listing of Issuers and Admission to Trading of Securities issued by BM&FBOVESPA;

(b) to amend Article 5 to state the cancellation of 85,000,000 shares issued by the Company, implemented with no reduction of the capital stock amount, as approved by the Board of Directors at the meeting held on 2/10/2015;

(c) to reword (c.1) Article 22, paragraph 4 (letter “b”); (c.2) Article 29, letter “b”; (c.3) Article 47, letter “c”; (c.4) Article 50, sole paragraph (letters “d” and “f”), as well to add: (c.5) letter “e” to paragraph 4 of Article 22; and (c.6) paragraph 1 to Article 32, according to the best recommended corporate governance standards;

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

(e) to reword Article 30, letter “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, letter “d”, (f.2) Article 51, main provision and paragraph 1 (letters “a,” “b,” and “c”); and additions as follows: (f.3) letters “d,” “e,” “f” and “g” of paragraph 1 of Article 51;

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

(h) amend (h.1) Article 1, sole paragraph; (h.2) Article 22, paragraph 4 (letters “c” and “d”); (h.3) Article 32, sole paragraph; (h.4) Article 34, main provision; (h.5) Article 35, letter “I”; (h.6) Article 46, main provision, and paragraphs 2 through 5, and (h.7) Article 51, paragraph 1 for purposes of renumbering, rewording and adjustments or inclusions of cross references.

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 a comparative table of current Bylaws’ provisions, proposed amendments, and related justifications, and the Manual for Attendance to Shareholders’ Meetings, which includes the information required under CVM Instruction 481/09.

General Information: Shareholders may attend the meeting in person or appoint a proxy to attend. For the convenience of shareholders and as a means to encourage attendance, BM&FBOVESPA will make available the “*Online Shareholders Meetings*” (or “*Assembleias Online*”) system for electronic voting or voting by proxy, which may be accessed at www.assembleiaonline.com.br subject to registration and in accordance with information included in the Manual for Attendance to Shareholders’ Meetings.

In addition to the possibility of granting an electronic power of attorney, the powers of attorney may also be granted in the physical form, with due regard for the provisions in article 126 of Law No. 6404/76.

We kindly request our shareholders to register to attend as from March 31, 2015. Shareholders that are individuals and wish to appoint a proxy to attend on their behalf shall submit the relevant power of attorney

upon registering. Shareholders that are legal entities, in turn, shall submit the documents evidencing the powers of the legal representative or, as the case may be, the power of attorney. The required documents are expected to be delivered at Rua XV de Novembro, 275, 5th floor, Downtown, in São Paulo, Brazil, care of the Legal Office of BM&FBOVESPA.

Shareholders or their legal representatives are advised to attend the Shareholders' Meeting bearing proper identification documents.

The shareholders who have already registered to attend the Annual and Extraordinary Shareholders' Meeting originally supposed to be held today on first call are not required to submit the aforementioned documents again upon attending the Extraordinary Shareholders' Meeting. However, we would like to reiterate that attending shareholders or their legal representatives are advised to attend the Shareholders' Meeting bearing proper identification documents.

São Paulo, March 30, 2015

Pedro Pullen Parente
Chairman of the Board of Directors