

**BM&FBOVESPA S.A. – BOLSA DE VALORES, MERCADORIAS E FUTUROS**  
National Corporate Taxpayers Register of the Ministry of Finance (CNPJ/MF) No.  
09.346.601/0001-25  
State Registration Number (NIRE) 35.300.351.452

**CALL NOTICE**  
**SPECIAL SHAREHOLDERS MEETING**

The Shareholders of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“**BM&FBOVESPA**” or “**Company**”) are hereby notified to attend the Special Shareholders Meeting to be held in first call on May 20, 2016, at 03:00 p.m., exceptionally outside the Company’s principal place of business, in the City of São Paulo, State of São Paulo, at Rua XV de Novembro, 275, postal code 01013-001, to resolve on the following agenda:

- (a) to approve the investment by BM&FBOVESPA in Companhia São José Holding (“**Holding**”), whose shares are, at the present date, wholly owned by the Company, in the amount indicated in the Management Proposal, through the subscription of new shares;
- (b) to examine, discuss and approve the provisions and conditions of the merger and justification agreement for the merger of the shares issued by CETIP S.A. – Mercados Organizados (“**CETIP**”) into Holding, followed by merger of Holding into BM&FBOVESPA, entered into on April 15, 2016 by and among the managements of the Company, CETIP and Holding (“**Transaction**”) (“**Merger and Justification Agreement**”);
- (c) to ratify the appointment of the specialized company Apsis Consultoria e Avaliações Ltda. (CNPJ/MF No. 08.681.365/0001-30), to be in charge of preparation of the valuation report at book value of the net worth of Holding, for merger of Holding into the Company (“**Appraisal Report of the Holding**”);
- (d) to approve the Appraisal Report of the Holding;
- (e) to approve the Transaction proposed under the Merger and Justification Agreement;
- (f) to authorize, in connection with the merger of Holding, the Company’s capital increase to be subscribed and paid-in by the managers of Holding, with subsequent amendment to its by-laws (after definition of the Final Quantity of BM&FBOVESPA Shares per Common Share of Holding, as objectively determined by applying the formula set forth in Exhibit 2.2 to the Merger and Justification Agreement and, therefore, the final number of shares of BM&FBOVESPA to be issued as a result of the Holding Merger);
- (g) to approve the amendment to and restatement of the Company’s By-Laws for adjustments including but not limited to the following ones, in addition to those

regarding wording, renumbering and cross reference:

- A) In connection with approval of the Transaction, which shall be conditioned to approval of the Transaction by the government authorities:
    - a. to amend the wording of article 3, items “vii” and “viii”; of the main provision of article 22; 28, paragraph 1; and article 35, indent “h”; and
    - b. to include paragraph 9 in article 22; new indents “d” and “e” and paragraph 2 in article 30; new indent “d” in article 45, the new article 51 and its paragraphs and article 84;
  - B) Other proposals of amendment, which shall generate effects right after approval by the Brazilian Securities Commission, pursuant to CVM Instruction No. 461/07:
    - a. to adapt the wording of the main provision of article 10; article 16, indent “k”; article 23, paragraph 3; article 30, indent “c”; article 35, indent “f” paragraph 3; and of new article 53, main provision and sole paragraph, indent “f”;
    - b. to include indent “m” in article 16; indent “x” in article 29; new indent “e” in article 38; paragraph 4 in article 35; new indent “f” and the sole paragraph in article 38; new indent “c” in article 45; new article 50 and its paragraphs; new article 80; and new article 82; and
    - c. to restate the amendments to the bylaws approved in this Special Shareholders Meeting and in the Special Shareholders Meetings held on 4/10/2012, 5/26/2014 and 4/13/2015.
- (h) to authorize the Company's managers to perform all acts required for consummation of the Transaction.

The matters set forth in items (a) to **Erro! Fonte de referência não encontrada.** above, which are the subject-matter of this notice, are parts of the Transaction of merger between the activities of the Company and of CETIP. The events described in items (a) to **Erro! Fonte de referência não encontrada.** of this notice are reciprocally dependent legal business, assuming that each of the steps shall be solely effective if the other steps are effective too, except for the proposals of amendment to the By-Laws which are not related to the transaction of merger of the activities with CETIP, which are described in item “g.B” of this Notice. Accordingly, if the special shareholders meeting approves any of the matters set forth in items (a) to **Erro! Fonte de referência não encontrada.**, but rejects any other matter set forth in those items, the items approved by the shareholders meeting shall not generate any effects, except for the proposals of amendment to the By-Laws which are not related to the transaction of merger of the activities with CETIP, which are described in item “g.B” of this Notice.

The matters set forth in item (g.B) of this notice are not dependent on the approval of items

(a)(a) to (g.A) above. In this sense, in case the matters set forth in item (g.B) are approved, BM&FBOVESPA's bylaws shall come into force as described in such item, and the provisions of CVM Instruction No. 461/07 shall be observed.

The Management Proposal is available to the Shareholders at the principal place of business of BM&FBOVESPA, on its Investor Relations website ([www.bmfbovespa.com.br/ri](http://www.bmfbovespa.com.br/ri)), as well as on the websites of BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the Brazilian Securities Commission ([www.cvm.gov.br](http://www.cvm.gov.br)). It contains: (i) the Merger and Justification Agreement; (ii) the Appraisal Report of the Holding; (iii) the principal terms of the Transaction, as required by article 20-A of CVM Instruction No. 481/09; (v) the information of Exhibit 21 to CVM Instruction No. 481/09; (iv) the information required by article 11 of CVM Instruction No. 481/09; and (v) the instructions for attending the Shareholders Meeting.

General Information: The Shareholder may attend the Shareholders Meeting in person or by means of an attorney-in-fact duly appointed, or via distance voting bulletin. Detailed instructions about the required documentation are contained in the Proposal.

Attending the Shareholders Meeting:

IN PERSON: We request that the Shareholders that choose to attend the Shareholders Meeting in person complete their registration as from May 2, 2016. The Shareholder shall attend the Shareholders Meeting bearing an identification document.

PHYSICAL POWER OF ATTORNEY: Powers of attorney may be granted in physical form, with due regard for the provisions in article 126 of Law No. 6404/76 and in the Manual for Attending the Shareholders Meeting. The legal representative of the Shareholder shall attend the Shareholders Meeting bearing the power of attorney and any other documents indicated in the Proposal, in addition to an identification document.

VOTING BULLETIN: For the purpose of facilitating and encouraging the attendance of its shareholders, BM&FBOVESPA shall also adopt for this Shareholders Meeting the remote voting system, pursuant to CVM Instruction No. 481/09, as amended, to enable its Shareholders to submit distance voting bulletins by means of their respective custody agents or directly to the Company, in accordance with the instructions also contained in the Proposal.

ELECTRONIC POWER OF ATTORNEY: BM&FBOVESPA shall make the "Assembleias Online" voting system by means of electronic power of attorney available once again. It may be accessed upon registration on the website [www.assembleiasonline.com.br](http://www.assembleiasonline.com.br) and in accordance with the instructions contained in the Proposal.

São Paulo, April 15, 2016

Pedro Pullen Parente  
Chairman of the Board of Directors