

BM&FBOVESPA S.A. - BOLSA DE VALORES, MERCADORIAS E FUTUROS

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

NOTICE TO THE SHAREHOLDERS**Extraordinary General Meeting of May 20, 2016**

BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“Company”), refers to the Material Fact disclosed on April 15, 2016 and to the documents related to the Extraordinary General Meeting (EGM) of the Company, scheduled for 3:00 p.m. of May 20, 2016 at Rua XV de Novembro, 275, Centro, São Paulo/SP, to hereby inform its shareholders of the following:

1. The main subject of the resolutions proposed for this EGM is business combination of the Company with Cetip S.A. – Mercados Organizados (“Cetip”), which is a transaction of transformational importance for the companies’ businesses in the long term. An EGM for Cetip has also been called for the same date, to deliberate on the same transaction.
2. In addition to the significance of the matter mentioned above, it is particularly important that shareholders participate in the Company’s EGM, since the proposals for amendments to the Company’s bylaws in connection to this business combination require a quorum, upon the first call, of at least 2/3 of capital stock.
3. It has come to the Company’s attention that Institutional Shareholders Services Inc. (ISS) and Glass Lewis, who specialize in analyzing and making voting recommendations for global institutional investors, have recommended a vote “for” all of the Company’s EGM items and all of the EGM items of Cetip¹.
4. Shareholder may participate in person, by duly-constituted proxy, or by remote vote form, as set forth in item A of the [Management Proposal](#) published on April 15, 2016 (we ask you to take note of the ID and/or representation documents, as the case may be).
5. To participate in the EGMs, the shareholders must be part of the shareholder base utilized by the companies or prove ownership of the shares. Shareholders that are not included in the respective shareholder bases through having lent their shares in the securities lending system (“BTC”) will not be permitted to take part in the EGM. We therefore recommend that shareholders with lending positions in BTC that intend to take part in the EGMs take the necessary measures to be qualified to vote.

We finally remind you that all of the relevant information about the matters to be discussed at the EGM is available in the [Management Proposal](#).

São Paulo, May 12, 2016

Daniel Sonder

Chief Financial Officer

¹ These companies have independent processes for analyzing the EGM proposals, were not hired by the Company or Cetip and their analyses and recommendations are based on public information about the EGMs.