



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

CNPJ no. 09.346.601/0001-25

NIRE 35.300.351.452

MATERIAL FACT

Approval of first issue of unsecured debentures non-convertible into BM&FBOVESPA stock

BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“Company”) informs shareholders that the Company’s Board of Directors today approved execution of the first issue of unsecured debentures non-convertible into shares of the Company’s stock, unsecured and in a single series (“Debentures”), for distribution in a public offering with restricted-effort placement in accordance with CVM Instruction 476/09, pursuant to the terms and conditions set forth in the respective minutes, also published today and summarized below.

Three million (3,000,000) debentures will be issued, each with a face value of one thousand Brazilian Reais (BRL1,000.00), for a total value of three billion Brazilian Reais (BRL3,000,000,000.00) on the date of issue.

The debentures will mature in three years starting on the date of issue, with payment of 50% of their face value 24 months after the date of issue.

The Debentures will yield a floating rate calculated from the date of issue and defined during book building but limited to 105.25% of the cumulative average one-day interbank deposit rate (*DI Over Extra-Grupo*), subject to alteration in the terms of the Offering.

Remuneration will be paid semiannually as of the issue date on June 1 and December 1 of each year, with the first payment occurring on June 1, 2017, and the last on the due date.

The purpose of this issue of debentures is to raise the funds required by the business combination with Cetip S.A. – Mercados Organizados (“Cetip S.A.”), described in the Material Fact published on April 15, 2016, following its approval by the competent regulatory bodies, for which reason the debentures will include an early redemption clause to be triggered in the event that the requisite regulatory approvals should not be obtained.

São Paulo, November 11th, 2016

Daniel Sonder
Chief Financial Officer