

**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

**Publicly-Held Company**

**CALL NOTICE  
ANNUAL AND EXTRAORDINARY SHAREHOLDERS  
MEETINGS**

The Shareholders of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“BM&FBOVESPA” or “Company”) are hereby notified to attend the Annual and Extraordinary Shareholders Meetings to be held on April 28, 2017, at 11:00 a.m., at the Company’s registered office located at Praça Antonio Prado, 48, Downtown, in the City of São Paulo, State of São Paulo, to resolve on the following agenda:

**I – At the Annual Shareholders Meeting:**

- (1) To approve the Management’s annual report and the Financial Statements relating to the fiscal year ended December 31, 2016;
- (2) To resolve on the allocation of the net income for the year ended December 31, 2016;
- (3) To define the number of members that will form the Board of Directors; and
- (4) To elect the members of the Board of Directors.

**II – At the Extraordinary Shareholders Meeting:**

- (1) To resolve on amendments to the Company’s Stock Grant Plan under the terms of the Management Proposal;
- (2) To resolve on changing the Company’s corporate name to “B3 S.A. – Brasil, Bolsa, Balcão”;
- (3) To resolve on the following amendments to the By-Laws of

BM&FBOVESPA, in accordance with the Management Proposal:

- (a) in case the resolution provided for in item 2 above is approved, to reflect the Company's new corporate name by means of amendment, considering the new numbering, of articles 1, main provision, §§ 1 and 2; 24, §1; 50, §2, indent "c"; 51, sole paragraph, indent "d"; 63, §1; 65, 66 and 73; 75, § 1, indent "b"; and 81;
- (b) to enlarge the corporate purpose of BM&FBOVESPA to comprise the activities provided for in the corporate purpose of CETIP S.A. – Mercados Organizados ("CETIP") in view of the transaction for combination of the activities of both companies ("Transaction"), by including the new items VII, VIII and IX in article 3;
- (c) to reflect, by amendment of article 5, the capital increase in view of the merger of Companhia São José Holding approved at the Extraordinary Shareholders Meeting of May 20, 2016, seeking to enable the Transaction according to the number of shares and the amount of the registered capital stock recorded by the Board of Directors on March 28, 2017;
- (d) to define a new structure for the Company's Executive Board through (d.1) wording adjustments of articles 12, §7; 17, main provision and §§1 and 2; 20, sole paragraph; 22, §2; 26, §8; 29, letters "b" and "c"; 30, §1; 31; 32, main provision and §§3 and 4 (new numbering); 33; 34, main provision and §§1 and 2; 35, main provision and indents "a", "b", "c", "g" (new numbering) and §1; new 37, main provision; new 40; new 41; 43, new indents "b" and "c" and §2; 44; 49, sole paragraph, indent "g"; 51, sole paragraph, indent "e"; 52, §1, indents "c" and "d" and §2; and new article 80; (d.2) the inclusion of the subsection of the Joint Board of Officers and of article 32, §§1 and 2; of the new articles 36; 37, indents "a", "b" and "r"; 38 and 39 and its paragraphs and indents; 42; new indent "a" of article 43; of article 49, sole paragraph, indents "h" and "i"; and (d.3) the exclusion, considering the former numbering, of articles 10, §5; 36; 37; 41; 42, main provision and its indents; and 43, §3;
- (e) to rebalance the duties of the bodies of the Company's management, through (e.1) the wording adjustments of articles 29, indents "h", "l", "m" and "o"; 30, indent "a" and §1; 35, indents "b" and new "f"; former article 38, former indents "e", "f" and "h"; (e.2) the inclusion of articles 35, indents "l" and "m"; 37, indents "j" to "p", §§1 and 2;

49, sole paragraph, indent “p”, all of the new numbering; (e.3) the exclusion, considering the former numbering, of articles 29, indent “r”; 30, indents “h” and “i”; 35, indents “f”, “i”, “n” and “q” and §§3 and 4; 38, sole paragraph; article 52, §1, indent “e”;

- (f) to reflect, in new §2 of article 29, the rule of the Internal Regulations of the Board of Directors which sets forth that any election of member or change in the composition of the Pricing and Products Committee requires the favorable vote of 90% of the members of the Board of Directors;
- (g) to adapt the By-laws to the terms of the Concentration Control Agreement approved by the Administrative Council for Economic Defense (CADE) regarding the Transaction, by means of amendments to the new indent “g” of article 35 and inclusion of article 51, sole paragraph, new indents “f” and “g”;
- (h) to create the Service Management Committees for the Clearinghouses as currently provided for in CETIP’s By-laws by including indent “g” in article 45 and the new articles 54 to 56 and their respective paragraphs and indents in a proper subsection, named “Service Management Committees for the Clearinghouses”;
- (i) to explain the reach of the indemnification by the Company by means of wording adjustments in new article 83;
- (j) to increase, from 13 to 14, the maximum number of members of the Board of Directors to be in effect for the term of 2 years by means of amendment of new article 87;
- (k) to introduce wording adjustments in articles 3, sole paragraph, indents “d” and “e”; 8, §2; 10, main provision; 12, §4; 21, main provision and sole paragraph; 22, main provision; 26, §5; 28, §1; 29, indents “j”, “m”, “o” and “p”; 30, indents “d”, “e” and “g”; 33; 35, new indent “h”; 49, main provision; 52, main provision and §1, indent “d”; 53, main provision; new article 60, §3; new article 63, main provision; new article 73, sole paragraph; new article 75, §5, indents “a” and “c”; and new article 87;
- (l) for purposes of renumbering and adjustments or inclusion of cross references, to amend, considering the former numbering, articles 3, items VII and VIII; 7, main provision; 15, main provision and §1; 22, main provision; 29, indent “g” and indents “s” to “x” and sole

paragraph; 30, indents “e”, “j” to “l” and §2; 32, §§1 and 2; 34, main provision; 35, indents “g”, “h”, “j” to “m”, “o”, “p”, “r”, “s” and §1; 38, main provision and indents “a” to “h”; 39; 40; 43, indents “a” to “c”; 49, sole paragraph, indents “h” to “n”; 51, sole paragraph, indents “e” to “f”; article 52, §1, indent “f”; 53, sole paragraph, indent “g”; main provision of articles 54 to 71; article 72, main provision and §§2 and 3, §4 and its indent “a”, §5, indent “a” and §6; main provision of articles 73 to 84; and

(m) to restate the amendments to the By-laws approved at this Meeting;

(4) To ratify the payments made to the Management in fiscal year 2016 in the amount of R\$1,359,907.58, which represents an increase of approximately 2,76% in regards to the global amount approved at the Annual Shareholders Meeting held on April 18, 2016; and

(5) To set the global compensation amount payable in 2017 to the members of the Board of Directors and of the Executive Board.

The Management Proposal (“Management Proposal”) is available to the Shareholders at the registered office 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 distance vote bulletin; (ii) the proposal of allocation of the net profit relating to the fiscal year ended December 31, 2016; (iii) the slate of candidates to compose the Board of Directors, to hold office until the Annual Shareholders Meeting to be held in 2019; (iv) the proposals of amendment to the Stock Grant Plan; and (v) the comparative table of the proposed amendments to the By-Laws and their respective justifications, as well as the restated version; and (vi) the proposal of compensation of the members of the Board of Directors and Executive Board for fiscal year 2017. Additionally, the following is also available to the Shareholders in the Management Proposal: (i) the Management’s annual report; (ii) the financial statements; (iii) the independent auditors’ report; and (iv) the Audit Committee’s annual report, which were published by newspaper “Valor Econômico” on February 20, 2017 and by the “Official Gazette of the State of São Paulo” on February 21, 2017; as well as (v) the other information required by CVM Instructions No. 480/09 and 481/09, including the instructions to attend the Meeting.

General Information: The Shareholder may attend the meetings in person or by means of an attorney-in-fact duly appointed, or by means of the distance vote bulletin, in which case the detailed instructions about the

required documentation are contained in the Management Proposal.

Attendance at the Meetings:

**PERSONNEL ATTENDANCE:** The Shareholders that choose to attend the Shareholders Meeting in person are required to make their registration as from April 3, 2017. The Shareholder shall attend the Meetings bearing a document evidencing their identity.

**POWER OF ATTORNEY:** The powers of attorney may be physically granted, with due regard for the provisions in article 126 of Law No. 6404/76 and in the Management Proposal. The Shareholder's legal representative shall attend the Meeting bearing the power of attorney and other documents indicated in the Management Proposal, in addition to a document evidencing their identity.

**DISTANCE VOTE BULLETIN:** BM&FBOVESPA shall make the distance vote system available to such Meeting pursuant to the provisions of CVM Instruction No. 481/09, allowing its Shareholders to submit distance vote bulletins by means of their respective custody agents or to the bookkeeper of the shares issued by the Company, or even or directly to the Company, in accordance with the instructions contained in the Management Proposal.

As provided for by article 3 of CVM Instruction No. 165/91, as amended by CVM Instruction No. 282/98, the minimum percentage of the voting capital required to request adoption of multiple vote is 5%.

São Paulo, March 29, 2017

Pedro Pullen Parente  
Chairman of the Board of Directors