

**REMOTE VOTING FORM – ANNUAL AND EXTRAORDINARY  
SHAREHOLDERS’ MEETINGS OF BM&FBOVESPA TO BE HELD ON 4/28/2017**

<b>1. Name of shareholder</b>
<b>2. CNPJ or CPF of shareholder</b>
<b>3. Email address of shareholder for sending confirmation of receipt of the form by the Company</b>
<b>4. Guidance for completion</b>  This form must be completed by shareholders who wish to exercise their right of remote voting as provided for in CVM Instruction No. 481.  In this case it is essential that the above fields be completed with the full name (or company name) of the shareholder and the registration number with the Ministry of Finance, either for a legal entity (CNPJ) or an individual (CPF), as well as an email address for contact if necessary.  In addition, for this voting form to be considered valid and the votes cast to be included in the quorum of the Shareholders’ Meeting: <ul style="list-style-type: none"><li>- All the fields below must be duly completed;</li><li>- Each page must be initialed;</li><li>- The shareholder or shareholder’s legal representative, as the case may be and pursuant to the law, must sign the form at the bottom; and</li><li>- Signatures appended to the form need not be authenticated or consularized.</li></ul> Please note that the Management Proposal referred to in this form, and to which it is attached, is available to shareholders at the head office of BM&FBOVESPA, on our Investor Relations website ( <a href="http://www.bmfbovespa.com.br/ri">www.bmfbovespa.com.br/ri</a> ), and on the websites of BM&FBOVESPA ( <a href="http://www.bmfbovespa.com.br">www.bmfbovespa.com.br</a> ) and of the Brazilian Securities Commission ( <a href="http://www.cvm.gov.br">www.cvm.gov.br</a> ).

## **5. Guidance for delivering the form**

Shareholders who wish to exercise their right to remote voting may: (i) complete this form and send it direct to the Company, or (ii) transmit their instructions for completion to the appropriate service providers, as detailed below:

### **5.1. Voting through service providers – Remote voting system**

Shareholders who wish to exercise their right to remote voting through a service provider must deliver their voting instructions to their custody agent or to the Company's bookkeeping agent, in accordance with the agent's rules. For this purpose, shareholders must contact their custody agent or the bookkeeping agent and find out the procedures for issuing voting instructions, and the documents and information required.

The custody agents will forward the voting instructions they receive to the BM&FBOVESPA Central Depository, which in turn will prepare a list of votes to be sent to the Company share bookkeeping agent.

Under CVM Instruction No. 481, shareholders must send their instructions for completing the voting form to their custody agent or to the bookkeeping agent not later than 7 days before the date of the meetings, i.e. by April 21, 2017, unless the agent determines a different deadline.

Please note that in accordance with CVM Instruction No. 481, the BM&FBOVESPA Central Depository, on receiving voting instructions from shareholders through their custody agents, will ignore any different instructions for a specific vote issued by the same CPF or CNPJ number. In addition, the bookkeeping agent, also in accordance with CVM Instruction No. 481, will ignore any different instructions for a specific vote issued by the same CPF or CNPJ number.

### **5.2. Forwarding of the form by shareholders directly to the Company**

Shareholders who wish to exercise their right to remote voting may also do so by sending the following documents directly to the Company at Praça Antonio Prado, 48,

6° andar, Centro, CEP: 01010-901, São Paulo/SP – Brazil, for the attention of the Investor Relations Officer:

- (i) a hard copy of this form duly completed, initialed and signed; and
- (ii) an authenticated copy of the following documents:
  - (a) for individuals:
    - identity document of the shareholder, with photo;
  - (b) for legal entities:
    - latest consolidated by-laws or articles of association and corporate documents appointing a legal representative; and
    - identity document of the legal representative, with photo.
  - (c) for investment funds:
    - latest restated regulations of the fund;
    - by-laws or articles of association of the administrator or manager, as the case may be, subject to the voting policy of the fund, and corporate documents evidencing the representative's powers; and
    - identity document of the legal representative, with photo.

Shareholders may also, if they prefer, send a scanned copy of this form and the above-mentioned documents by email to [ri@bmfbovespa.com.br](mailto:ri@bmfbovespa.com.br), in which case it will also be necessary to deliver the original of this form and authenticated copies of the documents required by April 25, 2017, to Praça Antonio Prado, 48, 6° andar, Centro, CEP: 01010-901, São Paulo/SP – Brazil, for the attention of the Investor Relations Officer.

We will not require a sworn translation of documents originally issued in Portuguese, English or Spanish, or which are accompanied by a translation into one of these languages. The following identity documents will be accepted, as long as they contain a photo of the holder: Brazilian ID card (RG), foreign resident's ID card (RNE), driving license (CNH), passport or memberships card of officially recognized professional associations.

On receipt of the form and supporting documentation, the Company will confirm receipt to the shareholders and give notice of acceptance or otherwise, pursuant to CVM Instruction No. 481.

If a form sent direct to the Company is not fully completed, or not accompanied by the supporting documents referred to in item (ii) above, it will be ignored and the shareholder will be notified accordingly at the email address indicated in item 3 above.

The form and supporting documents must be received by the Company at least 3 days before the date of the Shareholders' Meeting, i.e. by April 25, 2017. Any forms received by the Company after this date will be ignored.

**Resolutions/Matters related to the Annual General Meeting**

1. To approve the Management's annual report and the Financial Statements relating to the fiscal year ended December 31, 2016.

For     Against     Abstain

2. To resolve on the allocation of net income for the year ended December 31, 2016, as proposed by management, as follows:

(i) R\$900,000,000.00 for mandatory dividends, this amount having already been paid to shareholders as interest on equity for the year 2016; and

(ii) R\$546,263,098.70 to the statutory investment reserve and for the Company's funds and safeguard mechanisms.

For     Against     Abstain

3. To define that the Board of Directors shall be composed of 13 members or, in case the amendment of the transitional provision of the Bylaws towards increasing the maximum number of members of the Board of Directors from 13 to 14 (as per item 3 (J) below) is approved at the Extraordinary General Meeting of April 28, 2017, the Board of Directors will be composed of 14 members

For     Against     Abstain

4. To elect members of the board of directors:

List of the names on the slate, as proposed by management:

- Antonio Carlos Quintella
- Denise Pauli Pavarina
- Edgar da Silva Ramos
- Eduardo Mazzilli de Vassimon
- Florian Bartunek
- Guilherme Affonso Ferreira
- José de Menezes Berenguer Neto
- José Lucas Ferreira de Melo
- José Roberto Machado Filho<sup>(\*)</sup>
- Laércio José de Lucena Cosentino
- Luiz Antonio de Sampaio Campos
- Luiz Fernando Figueiredo
- Luiz Nelson Guedes de Carvalho
- Pedro Pullen Parente

<sup>(\*)</sup> subject to the amendment to article 87 of Company's Bylaws in accordance with Management Proposal.

For     Against     Abstain

4.1. If one of the candidates on the slate selected is omitted from the slate, will you still vote your shares for the same slate?

Yes     No

5. Do you want to apply for adoption of the multiple vote procedure for the election of the Board of Directors, pursuant to Article 141 of Law 6404/76?

Yes     No

5.1. If a multiple vote election process is adopted, do you want to distribute your vote in percentages for the candidates on the slate selected?

Yes     No

If YES, please indicate how the percentages should be distributed:

Distribute the votes equally to each candidate on the slate proposed by management;  
or

Distribute the votes as indicated below:

- % - Antonio Carlos Quintella
  - % - Denise Pauli Pavarina
  - % - Edgar da Silva Ramos
  - % - Florian Bartunek
  - % - Eduardo Mazzilli de Vassimon
  - % - Guilherme Affonso Ferreira
  - % - José de Menezes Berenguer Neto
  - % - José Lucas Ferreira de Melo
  - % - José Roberto Machado Filho
  - % - Laércio José de Lucena Cosentino
  - % - Luiz Antonio de Sampaio Campos
  - % - Luiz Fernando Figueiredo
  - % - Luiz Nelson Guedes de Carvalho
  - % - Pedro Pullen Parente
- 100.0% - TOTAL

**Resolutions/Matters related to the Extraordinary General Meeting**

1. To resolve on amendments to the Company Stock Grant Plan, as proposed by management.

For     Against     Abstain

2. To vote on a change in the Company's name to "B3 S.A. – Brasil, Bolsa, Balcão"

For     Against     Abstain

3. To resolve on amending and restate the Company By-Laws as follows:

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;

For     Against     Abstain

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.

For       Against       Abstain

- 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.

For       Against       Abstain

- D) to define a new structure for the Company’s Executive Board through

- i. 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;
- ii. 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;
- iii. the exclusion, considering the former numbering, of articles 10, §5; 36; 37; 41; 42, main provision and its indents; and 43, §3.

For       Against       Abstain

- E) to rebalance the duties of the bodies of the Company’s management, through:

- i. 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”;

ii. 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;

iii. 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”.

For       Against       Abstain

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.

For       Against       Abstain

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”.

For       Against       Abstain

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”.

For       Against       Abstain

I) to explain the reach of the indemnification by the Company by means of wording adjustments in new article 83.

For       Against       Abstain



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.

For       Against       Abstain

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.

For       Against       Abstain

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.

For       Against       Abstain

M) to restate the amendments to the By-laws approved at this Meeting.

For       Against       Abstain

4. To ratify the payments made to the Management in fiscal year 2016 in the amount of R\$1,360,218.02, 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.

For       Against       Abstain

5. To fix the overall compensation of members of the Board of Directors for 2017

at up to R\$12,494 thousand and of the members of the Executive Board at up to R\$154,345 thousand, as proposed by management.

For     Against     Abstain

**Resolutions / Matters related to the Annual and Extraordinary General Meetings**

1. Do you want a fiscal council to be instated, pursuant to Article 161 of Law No. 6404, of 1976?

Yes     No

2. If the Annual and/or the Extraordinary General Meetings are subject to a second call, will your voting instructions as given in this form still be valid on that occasion?

Yes     No

[City], [date]

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Name of shareholder