

**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 No. (NIRE) 35.300.351.452

**Publicly-Held Company**

**SECOND CALL NOTICE  
EXTRAORDINARY SHAREHOLDERS MEETINGS**

The Shareholders of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“**B3**” or “**Company**”) are hereby called, on second call, to an Extraordinary Shareholders Meeting to be held on May 10, 2017, at 11:00 a.m., at the principal place of business of the Company located at Praça Antonio Prado, No. 48, Downtown, in the City of São Paulo, State of São Paulo, to resolve on the following agenda:

(1) To resolve on the change of the name of the Company to “B3 S.A. – Brasil, Bolsa, Balcão”; and

(2) To resolve on the following amendments to the Bylaws of the Company, according to the Management Proposal:

(a) the new name of the Company shall be included with the amendment, under a new numbering, of articles 1, main provision, §§ 1 and 2; 24, §1; 50, §2, letter “c”; 51, sole paragraph, letter “d”; 63, §1; 65, 66, and 73; 75, § 1, letter “b”; and 81;

(b) to expand the business purpose of the Company to include the activities provided for in the business purpose of CETIP S.A. – Mercados Organizados (“CETIP”) by virtue of the transaction of combination of the activities of both companies (“Transaction”), upon inclusion of new sections VII, VIII and IX in article 3;

(c) to reflect, upon amendment to article 5, the increase in the capital stock as result of the merger of the Company São José Holding approved at the Special Shareholders Meeting held on May 20, 2016 to make the Transaction viable, according to the registration of the number of shares and amount of the capital stock made by the Board of Directors on March 28, 2017;

(d) to define a new structure for the Executive Board of the Company, upon (d.1) adjustment to the wording of articles 12, §7º; 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 letters “a”, “b”, “c”, “g” (new numbering), and §1; new 37, main provision; new 40; new 41; 43, new letters “b” and “c”, and §2; 44; 49, sole paragraph, letter “g”; 51, sole paragraph, letter “e”; 52, §1, letters “c” and “d”, and §2; and new article 80; (d.2) inclusion of the subsection of the Joint Board and article 32, §§1 and 2; of the new articles 36; 37, letters “a”, “b” and “r”; 38 and 39, and its paragraphs and letters; 42; new letter “a” of article 43; of article 49, sole paragraph, letters “h” and “i”; and (d.3) exclusion, considering the former numbering, of articles 10, §5; 36; 37; 41; 42, main provision, and its letters; and 43, §3;

(e) to rebalance the duties of the management bodies of the Company, upon (e.1) adjustment to the wording of articles 29, letters “h”, “l”, “m” and “o”; 30, letter “a” and §1; 35, letters “b” and new “f”; former article 38, former letters “e”, “f” and “h”; (e.2) inclusion of articles 35, letters “l” and “m”; 37, letters “j” and “p”, §§1 and 2; 49, sole paragraph, letter “p”, all with the new numbering; (e.3) exclusion, considering the former numbering, of articles 29, letter “r”; 30, letters “h” and “i”; 35, letters “f”, “i”, “n” and “q”, and §§3 and 4; 38, sole paragraph; article 52, §1, letter “e”;

(f) to replicate in the new §2 of article 29, the rule of the Board of Directors’ Internal Regulations that establishes that any election of member or change in the composition of the Products and Pricing Committee requires the favorable vote of 90% of the members of the Board of Directors;

(g) to adapt the Bylaws to the terms of the Concentration Control Agreement approved by the Administrative Economic Defense Council (CADE) in respect of the Transaction, with changes in the new letter “g” of article 35, and inclusion of article 51, sole paragraph, new letters “f” and “g”;

(h) to create the Services Management Committees for the Clearinghouses as actually provided for in the Bylaws of CETIP, upon inclusion of letter “g” in article 45, and of the new articles 54 to 56 and the respective paragraphs and letters thereof in a proper subsection entitled “Services Management Committees for the Clearinghouses”;

(i) to explain the extent of the indemnity by the Company by means of adjustments to the wording of the new article 83;

(j) to increase, from 13 to 14, the maximum number of members of the Board of Directors for an effective period of two years, upon amendment to the new article 87;

(k) to introduce the adjustments to the wording of articles 3, sole paragraph, letters “d” and “e”; 8, §2; 10, main provision; 12, §4; 21, main provision, and sole paragraph; 22, main provision; 26, §5; 28, §1; 29, letters “j”, “m”, “o” and “p”; 30, letters “d”, “e” and “g”; 33; 35, new letter “h”; 49, main provision; 52, main provision, and §1, letter “d”; 53, main provision; new article 60, §3; new article 63, main provision; new article 73, sole paragraph; new article 75, §5, letters “a” and “c”; and new article 87;

(l) for purposes of remuneration and adjustments or inclusions of cross references, to amend, considering the former numbering, articles 3, sections VII and VIII; 7, main provision; 15, main provision, and §1; 22, main provision; 29, letter “g” and letters “s” to “x”, and sole paragraph; 30, letters “e”, “j” to “l”, and §2; 32, §§1 and 2; 34, main provision; 35, letters “g”, “h”, “j” to “m”, “o”, “p”, “r”, “s” and §1; 38, main provision, and letters “a” to “h”; 39; 40; 43, letters “a” to “c”; 49, sole paragraph, letters “h” to “n”; 51, sole paragraph, letters “e” and “f”; article 52, §1, letter “f”; 53, sole paragraph, letter “g”; main provision of articles 54 to 71; article 72, main provision, and §§2 and 3, §4, and its letter “a”, §5, letter “a”, and §6; main provision of articles 73 to 84; and

(m) to restate the amendments to the bylaws approved at this Meeting;

The Management Proposal (“Management Proposal”) shall be made available to the Shareholders, at the Company’s head office, on its Investors Relations website ([www.b3.com.br/ri](http://www.b3.com.br/ri)), as well as on the Company’s website ([www.b3.com.br](http://www.b3.com.br)) and that of the Securities Commission ([www.cvm.gov.br](http://www.cvm.gov.br)), contemplating: (i) the comparison table of the proposals of amendment to the Bylaws and their respective justifications, as well as the restated version; and (ii) other information required by CVM Instructions Nos. 480/09 and 481/09, including the guidance to participate in the Meeting.

General Information: The participation of the Shareholder may be in person or by a duly appointed attorney-in-fact, or via remote vote bulletin

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for those who have sent the bulletin for the Meeting held on April 28, 2017 on first call. The detailed instructions on the required documentation are included in the Management Proposal.

Participation in the Shareholders Meeting:

**PHYSICALLY:** We request that the Shareholders choosing to participate in the Meeting in person to register as from May 2, 2017. The Shareholders shall appear at the Meeting bearing the document to evidence their identity.

**PROXY:** The proxies may be granted in physical form, 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 appear at the Meeting bearing the proxy and the other documents indicated in the Management Proposal, in addition to a document evidencing their identity.

The Shareholders already registered to appear at the Annual and Extraordinary Shareholders Meeting originally called to be held on April 28, 2017, on first call, shall be dismissed from submitting the abovementioned documents again. Notwithstanding, we reiterate that the Shareholder or legal representative thereof shall appear at the Meeting bearing a document to evidence their identity.

São Paulo, April 28, 2017

Pedro Pullen Parente  
Chairman of the Board of Directors