

B3 S.A. – BRASIL, BOLSA, BALCÃO
Publicly-held Company
National Corporate Taxpayers Register (CNPJ) No. 09.346.601/0001-25
STATE REGISTRATION (NIRE) 35.300.351.452

**MINUTES OF THE ORDINARY MEETING OF THE BOARD OF DIRECTORS
HELD ON JUNE 30, 2017.**

1. Date, Time and Place: On June 30, 2017, at 12:30 p.m., at the branch office of the Company located in the city of São Paulo, State of São Paulo, at Rua Tabapuã, No. 841, 4th floor, Itaim Bibi.

2. Attendances: Messrs. Pedro Pullen Parente – Chairman, Antonio Carlos Quintella, Claudio Luiz da Silva Haddad, 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, Laércio José Lucena Cosentino, Luiz Antonio de Sampaio Campos, Luiz Fernando Figueiredo and Luiz Nelson Guedes de Carvalho.

3. Presiding Officers: Mr. Pedro Pullen Parente - Chairman; and Ms. Iael Lukower - Secretary.

4. Resolutions unanimously taken, without reservation, based on the supporting documents that are filed with the Company at its head-office, and these minutes were permitted to be drawn up as a summary:

4.1. To elect the Independent Directors JOSÉ LUCAS FERREIRA DE MELO and LUIZ NELSON GUEDES DE CARVALHO as members of the Finance and Risk Committee, both for a term of office until May 2019.

4.1.1. In view of the resignation of Director José de Menezes Berenguer Neto as a member of Finance and Risk Committee, to elect the Director JOSÉ ROBERTO MACHADO FILHO as member of the related Committee, for a term of office until May 2019.

4.1.2. As a result of the resolutions of items 4.1. and 4.1.1. above, to ratify the composition of the Finance and Risk Committee: (a) as Coordinator, Mr. Luiz Fernando Figueiredo; (b) as members of the Committee, Messrs. Antonio Carlos Quintella, Eduardo Mazzilli de Vassimon, José Lucas Ferreira de Melo, José Roberto Machado Filho, and Luiz Nelson Guedes de Carvalho.

4.2. Regarding the Audit Committee, to reelect as external members, Messrs. LUCIANA PIRES DIAS, PAULO ROBERTO SIMÕES DA CUNHA, and TEREZA CRISTINA GROSSI TOGNI all of them for a 2-year term of office, except Mr. Paulo Roberto Simões da Cunha who is elected for a 1-year term which will expire on May, 2018.

4.2.1. As a result of the resolution of item 4.2. above, to ratify the composition of the Audit Committee: (a) as Coordinator, Luiz Nelson Guedes de Carvalho; (b) as members of the Committee, Mr. José Lucas Ferreira de Melo; and (c) as external members, Messrs. Luciana Pires Dias, Paulo Roberto Simões da Cunha and Tereza Cristina Grossi Togni.

4.3. To elect, as non-independent external members of Intermediation Industry Committee, Messrs. EDUARDO NOGUEIRA DA ROCHA AZEVEDO, GUILHERME DIAS FERNANDES BENCHIMOL, JOAQUIM DA SILVA FERREIRA, MAURO BARBOSA DE OLIVEIRA and RICARDO SIQUEIRA LANFRANCHI, all of them for a 2-year term of office.

4.3.1. As a result of the resolution of item 4.3. above, to ratify the composition of the Intermediation Industry Committee: (a) as Coordinator, Denise Pauli Pavarina; (b) as member of the Committee, Mr. Edgar da Silva Ramos; and (c) as non-independent external members, Messrs. Eduardo Nogueira da Rocha Azevedo, Guilherme Dias Fernandes Benchimol, Joaquim da Silva Ferreira, Mauro Barbosa de Oliveira e Ricardo Siqueira Lanfranchi.

4.4. To elect to the Chambers Service Management Committee: (a) as Coordinator, Mr. EDGAR DA SILVA RAMOS; and (b) as members, Messrs. LAÉRCIO JOSÉ DE LUCENA COSENTINO, GILSON FINKELSZTAIN and JOAQUIM KIYOSHI KAVAKAMA, all of them for a 2-year term of office

4.5. To register that, as a result of the effectiveness of the Company's By-laws approved by the Extraordinary Shareholders Meeting of May 10, 2017, the persons elected by the Board of Directors on March 22, 2017 for a 2-year term of office as from May 1, 2017 shall now have the following specific designations, entering into effect as from June 16, 2017:

a) Mr. GILSON FINKELSZTAIN, Brazilian, married, manufacturing engineer, bearer of Identity Card - RG No. 07055797-0 IFP/RJ, enrolled with the Individual Taxpayer Register of the Ministry of Finance - CPF/MF No. 012.032.457-18, domiciled in the Capital City of the State of São Paulo, in the Capital City of the State of São Paulo, at Praça Antonio Prado, 48, 7th floor, previously designated as "Chief Executive Officer", shall now be designated as "President";

b) Mr. CÍCERO AUGUSTO VIEIRA NETO, Brazilian, married, economist, bearer of Identity Card - RG No. 14.189.028-9, enrolled with the Individual Taxpayer Register of the Ministry of Finance - CPF/MF No. 128.501.208-98, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado, 48, 7th floor, previously designated as "Chief Operations, Clearing and Depository Officer", shall now be designated as "Vice-President of Operations, Clearing and Depository";

c) Mr. DANIEL SONDER, Brazilian, married, economist, bearer of Identity Card - RG No. 24.448.000-x, enrolled with the Individual Taxpayer Register of the Ministry of Finance - CPF/MF No. 283.092.178-03, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado, 48, 7th floor, previously designated as "Chief Financial, Corporate and Investor Relations Officer", shall now be designated as "Financial, Corporate and Investor Relations Vice-President";

d) Mr. JOSÉ RIBEIRO DE ANDRADE, Brazilian, married, engineer, bearer of Identity Card - RG No. 18.892.401-2 e enrolled with the Individual Taxpayer Register of the Ministry of Finance - CPF/MF No. 132.886.348-48, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado, 48, 7th floor, previously designated as "Chief

Products and Customers Officer”, shall now be designated as “Vice-President of Products and Customers”;

e) Mr. ROBERTO DAGNONI, Brazilian, married, accountant, bearer of Identity Card - RG No. 55.294.917-6 SSP/SC, enrolled with the Individual Taxpayer Register of the Ministry of Finance - CPF/MF No.º 920.122.489-34, domiciled in the Capital City of the State of São Paulo, in the Capital City of the State of São Paulo, at Praça Antonio Prado, 48, 7th floor, previously designated as “Chief Financing Unit Officer”, shall now be designated as “Vice-President of the Financing Unit”; and

f) Mr. RODRIGO NARDONI, Brazilian, married, systems analyst, bearer of Identity Card - RG No. 22.322.927-1, enrolled with the Individual Taxpayer Register of the Ministry of Finance - CPF/MF No. 179.451.738-37, domiciled in the Capital City of the State of São Paulo, at Praça Antonio Prado, 48, 7th floor, previously designated as “Chief Information Technology and Security Officer”, shall now be designated as “Vice-President of Information Technology and Security”.

4.6. Within the scope of execution of the Plan for the Grant of Shares of the Company, to approve the disposal, by the Company itself, on the exchange market, of up to 150,000 shares issued by it to enable payment of the Withholding Income Tax levied on the remuneration in shares of the beneficiaries of the Plan, which amount shall be proportionally deducted from the amount originally granted to the respective beneficiaries. The information required by CVM Instruction No. 567/15 on the authorization for the disposal of shares is contained in Exhibit I to these minutes.

5. Adjournment: There being no further business to be transacted, these minutes were read, approved and signed by all attending Directors. São Paulo, June 30, 2017. (Sgd) Pedro Pullen Parente, Antonio Carlos Quintella, Claudio Luiz da Silva Haddad, 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, Laércio José de Lucena Cosentino, Luiz Antonio de Sampaio Campos, Luiz Fernando Figueiredo and Luiz Nelson Guedes de Carvalho.

This is a true copy of the minutes that are part of the competent book.

Pedro Pullen Parente
Chairman

Annex I

Trading in Shares of its Own Issue

- Purpose and the expected economic effects of the disposal: within the scope of execution of the Plan for the Grant of Shares approved by the Extraordinary Shareholders' Meeting held in May 2014, as amended by the Special Shareholders Meeting held on April of 2017, the Company shall withhold Income Tax at source on the value of the shares to be transferred to the beneficiaries of the Plan. For that purpose, the Company shall dispose of shares of its own issue to raise funds to enable payment of said tax, it being understood that the number of shares originally granted to the beneficiaries shall be reduced so that the portion proportional to the taxes may be disposed of by the Company and only the remaining amount is transferred to the beneficiaries;
- To inform the number of (i) outstanding shares and (ii) shares already held in treasury: (i) number of outstanding shares in the market, in accordance with the definition provided by article 8, paragraph 3 of CVM Instruction No. 567/15: 2,038,122,844 shares and (ii) treasury stock: 20,419,798;
- To inform the number of shares that may be disposed of: the Company may dispose of up to 150,000 common shares for the purpose mentioned in the item purpose and the economic effects expected from the disposal;
- To inform, if any, the impacts the trading will produce on the composition of the controlling interest or of the administrative structure of the Company. Not applicable, because the Company does not estimate impacts of the trading on the controlling interest or administrative structure of the Company.
- To indicate the allocation of the funds obtained, should this be the case: the funds obtained shall be proportionally used for payment of the income tax the Company will be required to withhold in view of the transfer of the shares previously granted to the beneficiaries of the Programs.
- To indicate the maximum term for settlement of the authorized operations: the settlement of the transactions shall be carried out between July 3, 2017 and December 29, 2017.
- To identify institutions that will act as intermediaries, if any: financial institutions that will act as intermediaries: (a) Credit Suisse Brasil S.A. CTVM, with address at Rua Leopoldo Couto de Magalhães Junior, 700 - 10th floor, São Paulo, State of São Paulo; (b) UBS Brasil CCTVM S.A., with address at Rua Leopoldo Couto Magalhães Júnior, No. 758, 10th floor, Itaim Bibi, São Paulo, State of São Paulo; (c) Morgan Stanley CTVM S.A., with address at Avenida Brigadeiro Faria Lima, 3.600 – 6th floor, State of São Paulo.