

B3 S.A. – BRASIL, BOLSA, BALCÃO
publicly-held company
National Corporate Taxpayers Register (CNPJ) No. 09.346.601/0001-25
State Registration (NIRE) No. 35.300.351.452

**MINUTES OF THE ORDINARY MEETING OF THE BOARD OF DIRECTORS
HELD ON AUGUST 11, 2017**

1. Date, Time, and Place: On August 11, 2017, at 1:00 p.m., exceptionally outside the headquarters of the Company, in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 1.663, 2nd floor, Jardim Paulistano.

2. Attendance: Mr. Pedro Pullen Parente, Chairman; Mr. Antonio Carlos Quintella; Ms. Denise Pauli Pavarina; Mr. Edgar da Silva Ramos; Mr. Eduardo Mazzilli de Vassimon; Mr. Florian Bartunek; Mr. José Lucas Ferreira de Melo; Mr. José Roberto Machado Filho; Mr. Laércio José Lucena Cosentino; Mr. Luiz Antonio de Sampaio Campos; and Mr. Luiz Nelson Guedes de Carvalho. Justified absence of Directors Guilherme Affonso Ferreira, José de Menezes Berenguer Neto and Luiz Fernando Figueiredo.

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

4. Resolutions passed by unanimous vote and without reservation, based on the supporting documents filed at the headquarters of the Company, with authorization granted for these minutes to be drafted in summary form:

4.1. To approve, based on article 61 of the Bylaws, the payment of interest on equity for the 2nd quarter of 2017 to the shareholders of the Company, in the total amount of R\$81,600,000.00, corresponding to a gross amount of R\$0.040022570 per share, to be paid as a net amount of R\$0.034019180 per share, already net of Withholding Income Tax at a rate of 15% on the amount of interest on equity, except for shareholders that are subject to special taxation or exempt from such tax, it being understood that:

4.1.1. the amount so distributed by way of interest on equity under article 9 of Law No. 9.249/95 shall be applied to the mandatory dividends for fiscal year 2017, in accordance with applicable law;

4.1.2. the amount per share is an estimate and may be modified as a result of the sale of treasury shares for compliance with the Stock Award Plan of the Company or with other stock-based plans;

4.1.3. the abovementioned payment shall be made on September 8, 2017 and shall be based on the equity positions as of August 21, 2017; and

4.1.4. the shares in the Company shall be traded under the “with” interest on equity condition by and including August 21, 2017 and under the “ex” interest on equity condition on and after August 22, 2017.

4.2. As a result of the resignation submitted by Director José de Menezes Berenguer Neto from the position of member of the Compensation Committee, to elect Independent Director GUILHERME AFFONSO FERREIRA as a member of such Committee in order to complete the remaining of the applicable term of office; which means until May, 2019.

4.2.1. As a result of item 4.2. above, to ratify the composition of the Company's Compensation Committee: (a) Mr. Pedro Pullen Parente as Coordinator; and (b) Mr. Florian Bartunek and Mr. Guilherme Affonso Ferreira as members.

4.3. With respect to the Intermediation Sector Committee, to elect, as external members, Mr. EMÍLIO OTRANTO NETO and Mr. PEDRO PAULO MOLLO NETO, the latter as an independent member, for a term of office to expire in May 2019.

4.3.1. As a result of the resolution set forth in item 4.3. above, to ratify the following composition of the Intermediation Sector Committee of the Company: (a) Ms. Denise Pauli Pavarina as Coordinator, (b) Mr. Edgar da Silva Ramos as committee member, and (c) Mr. Eduardo Nogueira da Rocha Azevedo, Mr. Emílio Otranto Neto, Mr. Guilherme Dias Fernandes Benchimol, Mr. Joaquim da Silva Ferreira, Mr. Mauro Barbosa de Oliveira, Mr. Pedro Paulo Mollo Neto, and Mr. Ricardo Siqueira Lanfranchi as external members.

5. Closing: As there was no further business to transact, these minutes were drawn up, read, approved, and signed by all the Directors present. São Paulo, August 11, 2017. Signatures: Pedro Pullen Parente, Antonio Carlos Quintella, Denise Pauli Pavarina, Edgar da Silva Ramos, Eduardo Mazzilli de Vassimon, Florian Bartunek, José Lucas Ferreira de Melo, José Roberto Machado Filho, Laércio José de Lucena Cosentino, Luiz Antonio de Sampaio Campos, and Luiz Nelson Guedes de Carvalho.

This is a true copy of the minutes drawn up in the appropriate book.

Pedro Pullen Parente
Chairman