

B3 S.A. – Brasil, Bolsa, Balcão
Brazilian Federal Taxpayer CNPJ No.09.346.601/0001-25
Corporate Registry (NIRE) No. 35.300.351.452

MATERIAL FACT

New guidance¹ for depreciation and amortization expense and CapEx

B3 S.A. – Brasil, Bolsa, Balcão (“Company”), with reference to the Material Fact released on May 12th, 2017, hereby informs changes to the depreciation and amortization expense and CapEx guidance, as follows:

Guidance for 2017 expenses and CapEx²

- Adjusted expenses³: range from R\$1,050 million to R\$1,100 million reaffirmed.
- Depreciation and amortization: from R\$710 million to R\$750 million (previously, from R\$790 million to R\$840 million). This lower expense is explained by the postponement of the delivery of some projects as well as adjustments in some projections and assumptions. This guidance also includes the amortization of intangible assets recognized in the business combination with Cetip S.A. – Mercados Organizados (“Cetip”).
- CapEx: from R\$230 million to R\$250 million (previously, from R\$250 million to R\$280 million). This decrease is explained by changes in the projects pipeline in 2017.

Guidance for 2017 and 2018 non-recurring expenses and CapEx related to the business combination with Cetip

Non-recurring CapEx guidance was reduced: from R\$20 million to R\$30 million range (previously, from R\$45 million to R\$55 million). The other non-recurring expenses did not change, except for a few reallocations between periods.

Guidance on expenses and other impacts arising from the business combination with Cetip

| | 2016 | 1Q17 | 2Q17 | 3Q17 | 2017e | 2018e | Total |
|---|-------------|--------------|-------------|------------|---------------|--------------|----------------------|
| Contractual commitments and other accounting impact | - | 233.9 | - | - | 233.9 | - | 233.9 |
| Cetip's LT compensation and retention programs (cancelation of stock options and payroll taxes) | - | 133.1 | - | - | 133.1 | - | 133.1 |
| Impairment / write-offs / provision for contractual fines | - | 100.8 | - | - | 100.8 | - | 100.8 |
| Retention / severance programs approved in the AGM of 04/28/17¹ | - | - | 70.8 | 7.4 | ~85.0 | ~25.0 | 100.0 – 110.0 |
| Advisors, consultants, branding | 70.3 | 63.5 | 24.1 | 0.2 | ~100.0 | ~10.0 | 165.0 – 170.0 |
| Total | 70.3 | 297.5 | 94.9 | 7.7 | ~420.0 | ~35.0 | 505.0 – 515.0 |

Note: In comparison with the numbers disclosed in 1Q17, some expenses were reclassified between lines in the table and from expenses related to the combination with Cetip to recurring personnel expenses.

¹ Includes payroll charges on the amount approved at the Annual General Meeting. In addition to the amount described above, approximately R\$44 million will be accrued between 2019 and 2021, according to the vesting periods of the stock grant program. The portion referring to payroll taxes on the stocks that will be transferred in future periods can vary significantly, since it will be calculated based on the stock price on the day of the transfer.

¹ The projections presented in this Material Fact considers the BM&FBOVESPA and Cetip combined income statement on a 12 months' basis and should be compared with the combined non-audited income statement, which includes Cetip's figures for the entire first quarter of 2017.

² Excludes non-recurring expenses and CapEx related to the business combination with Cetip.

³ Expenses adjusted for: (i) depreciation and amortization; (ii) stock grant program costs – principal plus charges and stock options plan; (iii) integration-related expenses; (iv) provisions.

Guidance on expenses and CapEx necessary to capture synergies from the business combination
with Cetip

| | 2016 | 1Q17 | 2Q17 | 3Q17 | 2017e | 2018e | Total |
|--|------|------|------|------|--------|-------|---------------|
| Severance and services providers' expenses | 8.5 | 36.3 | 50.5 | 27.0 | ~160.0 | ~20.0 | 175.0 - 190.0 |
| CapEx (projects and integration) | | 0.3 | 1.6 | 2.7 | ~10.0 | ~15.0 | 20.0 - 30.0 |

São Paulo, November 10th, 2017

Daniel Sonder
Chief Financial Officer