

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 DECEMBER 8, 2017

1. Date, Time and Place: On December 8, 2017, at 2:00 p.m., at the office of the Company located in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 1.663, 2nd floor, Jardim Paulistano.

2. Attendance: Messrs. Pedro Pullen Parente – Chairman, Denise Pauli Pavarina, Edgar da Silva Ramos, Eduardo Mazzilli de Vassimon, Florian Bartunek, José de Menezes Berenguer Neto, 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. Justified absence of Antonio Carlos Quintella, Guilherme Affonso Ferreira and Luiz Fernando Figueiredo. The Director Edgar da Silva Ramos attended the meeting by videoconference, as provided for in article 26, paragraph (4), of the Company's Bylaws.

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

4. Resolutions unanimously taken and without reservation, based on the supporting documents filed with the Company at its head-office, with authorization granted for these minutes to be drafted in summary form:

4.1. Within the scope of execution of the Stock Grant Plan of the Company, to approve the disposal, by the Company, on the exchange market, of up to 806,704 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 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.

4.2. To approve, based on article 61 of the Bylaws, the payment of interest on equity of 2017 to the shareholders of the Company, in the total amount of R\$ 533,000,000.00, corresponding to a gross amount of R\$0.26140037 per share, to be paid as a net amount of R\$0.22219031 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:

4.2.1. 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;

4.2.2. 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;

4.2.3. The abovementioned payment shall be made on January 8, 2018 and shall be based on the equity positions as of December 21, 2017; and

4.2.4. As a result, Company's shares will trade "cum interest on shareholders' equity" up to and including December 21, 2017, whereas starting from December 22, 2017, the shares will trade "ex-interest on shareholders' equity".

5. Adjournment: There being no further business to be transacted, these minutes were read, approved and signed by all attending Directors. São Paulo, December 8, 2017. Aa. Pedro Pullen Parente, Denise Pauli Pavarina, Edgar da Silva Ramos, Eduardo Mazzilli de Vassimon, Florian Bartunek, José de Menezes Berenguer Neto, 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

EXHIBIT I

Exhibit A to CVM RULING No. 567, OF SEPTEMBER 17, 2015

Exhibit 30-XXXVI

Trading in Shares of its Own Issue

- Purpose and the expected economic effects of the disposal: within the scope of execution of the Stock Grant Plan approved by the Special Shareholders' Meeting held in May 2014, 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: 2,038,422,719 shares and (ii) treasury stock: 20,715,771;
- To inform the number of shares that may be disposed of: the Company may dispose of up to 806,704 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 January 5 and 31, 2018.
- 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 Magalhaes 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.