

## **B3 S.A. – BRASIL, BOLSA, BALCÃO**

National Corporate Taxpayers Register of the Ministry of Finance  
(CNPJ/MF) No. 09.346.601/0001-25  
State Registration Number (NIRE) 35.300.351.452

### **Publicly-Held Company**

## **CALL NOTICE ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETINGS**

The Shareholders of B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) are hereby notified to attend the Annual and Extraordinary Shareholders Meetings to be held on April 23, 2018, at 11:00 a.m., at the Company’s registered office located at Praça Antonio Prado, 48, Downtown, in the City of São Paulo, State of São Paulo, to resolve on the following agenda:

### **I – At the Annual Shareholders Meeting:**

- (1) To approve the Management’s annual report and the Financial Statements relating to the fiscal year ended December 31, 2017;
- (2) To resolve on the allocation of the net income for the year ended December 31, 2017; and
- (3) To set the global compensation amount payable in 2018 to the members of the Board of Directors and the Executive Management Board.

### **II – At the Extraordinary Shareholders Meeting:**

- (1) To resolve on the following amendments to the Company’s By-Laws, as detailed with track changes in the Management Proposal disclosed to the market on the date hereof:
  - (a) adjusting the provisions of the By-Laws relating to the new *Novo Mercado* Listing Rules resulting from the reform completed in 2017;
  - (b) modifying duties of the management bodies to optimize the Company’s decision-making and governance processes and reinforce its commitment to constantly

- improve its governance practices;
- (c) simplifying the administrative structure of the Company;
- (d) simplifying the wording of the provisions of the By-Laws by deleting contents merely replicated from the laws and regulations in force; and
- (e) other formal and wording adjustments, as well as renumbering and adjusting cross-references in the provisions of the By-Laws, when applicable.

The Management Proposal (“Management Proposal”) is available to the Shareholders at the registered office of B3, on its Investor Relations website ([ri.bmfbovespa.com.br](http://ri.bmfbovespa.com.br)), as well as on the websites of B3 ([www.b3.com.br](http://www.b3.com.br)) and the Brazilian Securities Commission ([www.cvm.gov.br](http://www.cvm.gov.br)). It contains: (i) the distance vote bulletins; (ii) the proposal for allocation of the net profit relating to the fiscal year ended December 31, 2017; (iii) the proposal of compensation of the members of the Board of Directors and the Executive Management Board for fiscal year 2018; and (iv) the comparative table of the proposed amendments to the By-Laws and their related justifications. Additionally, the following is also available to the Shareholders in the Management Proposal: (i) the Management report; (ii) the financial statements; (iii) the independent auditors’ report; and (iv) the Audit Committee’s report, which were published by newspapers “Valor Econômico” and “Official Gazette of the State of São Paulo” both on March 2, 2018; as well as (v) the other information required by CVM Instructions No. 480/09 and 481/09, including the instructions to attend the Meetings.

General Information: The Shareholders may attend the meetings in person or by means of an attorney-in-fact duly appointed, or by means of the distance vote bulletins, in which case the detailed instructions about the required documentation are contained in the Management Proposal.

Attendance at the Meetings:

**PERSONAL ATTENDANCE:** The Shareholders that choose to attend the Shareholders Meetings in person are required to make their registration as from April 2, 2018. The Shareholder shall attend the Meetings bearing a document evidencing their identity.

**POWER OF ATTORNEY:** The powers of attorney may be physically granted, with due regard for the provisions in article 126 of Law No.

6.404/76 and in the Management Proposal. The Shareholder's legal representative shall attend the Meetings bearing the power of attorney and other documents indicated in the Management Proposal, in addition to a document evidencing their identity.

**DISTANCE VOTE BULLETIN:** B3 shall make the distance vote system available to such Meetings pursuant to the provisions of CVM Instruction No. 481/09, allowing its Shareholders to submit distance vote bulletins by means of their respective custody agents or to the bookkeeper of the shares issued by the Company, or even directly to the Company, in accordance with the instructions contained in item 12.2 of the Reference Form and in the Management Proposal.

São Paulo, March 22, 2018

Pedro Pullen Parente  
Chairman of the Board of Directors