

**B3 S.A. – BRASIL, BOLSA, BALCÃO**  
**PUBLICLY-HELD COMPANY**  
**National Corporate Taxpayers Register (CNPJ) No. 09.346.601/0001-25**  
**State Registration No. (NIRE) 35.300.351.452**

**MINUTES OF THE EXTRAORDINARY MEETING OF THE BOARD OF  
DIRECTORS HELD ON MAY 21, 2018**

**1. Date, Time and Place:** On this May 21, 2018, at 9:00 a.m., at the branch office of the Company located in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 1.663, 2<sup>nd</sup> floor, District of Jardim Paulistano.

**2. Attendances:** Mr. Pedro Pullen Parente – Chairman; Messrs. Antonio Carlos Quintella, 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, Laércio José de Lucena Cosentino, Luiz Antonio de Sampaio Campos, Luiz Fernando Figueiredo, and Luiz Nelson Guedes de Carvalho – Directors. Justified absence of the Director José Roberto Machado Filho.

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

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

**4.1.** To record the resignation of Mr. PEDRO PULLEN PARENTE as Member and Chairman of the Board of Directors of B3, with effect as of June 1, 2018.

**4.2.** To approve the election of Director ANTONIO CARLOS QUINTELLA as Chairman of the Board of Directors of the Company, with effect as of June 1, 2018, in replacement of Mr. Pedro Pullen Parente. Directors Antonio Carlos Quintella and Pedro Pullen Parente abstained from voting.

**4.3.** To approve the election of Director LUIZ NELSON GUEDES DE CARVALHO as Vice-Chairman of the Board of Directors of the Company, with effect as of June 1, 2018, in replacement of Mr. Antonio Carlos Quintella. Directors Luiz Nelson Guedes de Carvalho and Pedro Pullen Parente abstained from voting.

**4.4.** To approve the election of Director ANTONIO CARLOS QUINTELLA as Coordinator of the Governance and Appointment Committee, with effect as of June 1, 2018, in replacement of Mr. Pedro Pullen Parente who handed his resignation to the Board, for the remaining period of the term of office, that is, until May 2019. Directors Antonio Carlos Quintella and Pedro Pullen Parente abstained from voting.

**4.4.1.** As result of the resolution above, to ratify the composition of the Governance and Appointment Committee: Messrs. Antonio Carlos Quintella - Coordinator, Guilherme Affonso Ferreira, and José de Menezes Berenguer Neto.

**4.5.** To approve the election of the Director ANTONIO CARLOS QUINTELLA as Coordinator of the Compensation Committee, with effect as of June 1, 2018, in replacement of Mr. Pedro Pullen Parente, who handed his resignation to the Board, for the remaining period of the term of office, that is, until May 2019. Directors Antonio Carlos Quintella and Pedro Pullen Parente abstained from voting.

**4.5.1.** As result of the resolution above, to ratify the composition of the Compensation Committee: Messrs. Antonio Carlos Quintella - Coordinator, Florian Bartunek, and Guilherme Affonso Ferreira.

**4.6.** To approve the election of the Director DENISE PAULI PAVARINA as Coordinator of the Integration Committee, with effect as of June 1, 2018, in replacement of Mr. Antonio Carlos Quintella. Directors Denise Pauli Pavarina and Pedro Pullen Parente abstained from voting.

**4.6.1.** As result of the resolution above, to ratify the composition of the Integration Committee: Messrs. Denise Pauli Pavarina - Coordinator, Antonio Carlos Quintella, and Edgar da Silva Ramos.

**4.7.** Pursuant to the Stock Award Plan of the Company, to approve a new number of shares that may be disposed of by the Company itself under the scope of the disposal already approved by this body on April 13, 2018, in stock exchange, of up to 570,000 shares issued by the Company to allow withholding at source of the Income Tax accruing on the compensation in shares of the Plan beneficiaries. The other conditions of the disposal approved on April 13, 2018 were kept. The information required under CVM Instruction No. 567/15 regarding the authorization for the disposal of shares are given in Exhibit I to these minutes. Director Pedro Pullen Parente abstained from voting.

**5. Adjournment:** There being no further business to be transacted, these minutes were drawn up, read, approved and signed by all attending Directors. São Paulo, May 21, 2018. (Signatures) Pedro Pullen Parente, Antonio Carlos Quintella, 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, Laércio José de Lucena Cosentino, Luiz Fernando Figueiredo, Luiz Antonio de Sampaio Campos, and Luiz Nelson Guedes de Carvalho.

This is a true copy of the minutes recorded in the relevant register.

Pedro Pullen Parente  
Chairman

## **Exhibit A to CVM INSTRUCTION No. 567, OF SEPTEMBER 17, 2015**

### **Exhibit 30-XXXVI**

#### **Trading of Own Shares**

- Purpose and economic effects expected from disposal: according to the Stock Award Plan approved by the Special Shareholders Meeting held on May 2014, the Company shall withhold at source the Income Tax accruing on the amount of the shares to be transferred to the beneficiaries of the Plan. Accordingly, the Company shall dispose of its own shares in order to raise funds to pay said tax, and the number of shares originally awarded to the beneficiaries shall be reduced so that a portion proportional to the taxes may be disposed by the Company and only the remaining portion is transferred to the beneficiaries;
- To inform the number of shares (i) outstanding and (ii) already held as treasury shares: (i) number of outstanding shares in the market, as defined in article 8, §3, of CVM Instruction No. 567/15: 2,042,245,134 shares, and (ii) shares held as treasury shares: 16,893,356;
- To inform the number of shares that may be disposed of: the Company may dispose up to 570,000 common shares to meet the target set out in the section purpose and economic effects expected from disposal;
- To inform if the trading will have any impacts on the Company's ownership structure or administrative structure. Not applicable, since the Company does not expect any impacts of the trading on the Company's ownership structure or administrative structure.
- To specify the allocation of the funds raised, if applicable: the funds obtained will be used proportionally to pay the income tax that the Company shall withhold as result of the transfer of shares previously awarded to the beneficiaries of the Plans.
- To specify the maximum period of time for the settlement of the authorized transactions: the settlement of the transactions shall occur between April 13 and December 31, 2018.
- To identify the institution that will act as intermediaries, if any: financial institution that will act as intermediaries: (a) Credit Suisse Brasil S.A. CTVM, with address at Rua Leopoldo Couto de Magalhaes Junior, 700 – 10<sup>th</sup> floor, in the City of São Paulo, State of São Paulo; (b) UBS Brasil CCTVM S.A., with address at Rua Leopoldo Couto Magalhães Júnior, No. 758, 10<sup>th</sup> floor, District of Itaim Bibi, in the City of São Paulo, State of São Paulo; (c) Morgan Stanley CTVM S.A., with address at Avenida Brigadeiro Faria Lima, 3.600 – 6<sup>th</sup> floor, in the City of São Paulo, State of São Paulo.