

BM&FBOVESPA S.A. – BOLSA DE VALORES, MERCADORIAS E FUTUROS
The Brazilian Stock, Mercantile and Futures Exchange

A Public Company

Brazilian Federal Taxpayer (CNPJ) No.09.346.601/0001-25

Corporate Registration (NIRE) No.35.300.351.452

**MINUTES OF THE COMBINED ANNUAL AND EXTRAORDINARY
SHAREHOLDERS' MEETINGS HELD ON APRIL 20, 2010**

DATE, TIME AND PLACE: On April 20, 2010, at 11 a.m., exceptionally on this occasion held outside the registered office of the Company, at Rua XV de Novembro, 275, in the City of São Paulo, State of São Paulo.

CALL NOTICE: Call notice published on March 20, 23 and 24, 2010, in the Official Gazette of the State of São Paulo (on pages 31, 60 and 49, respectively) and on March 19, 22 and 23, 2010, in the *Valor Econômico* newspaper (on pages B11, D3 and B15, respectively).

PUBLICATIONS: The management report and financial statements as of and for the year ended December 31, 2009, and related notes and the report prepared by PricewaterhouseCoopers Auditores Independentes were published on February 20, 2010, in the Official Gazette of the State of São Paulo (pages 2 through 11) and in *Valor Econômico* (pages A19 through A30).

ATTENDANCE: Attendance by holders representing over 36% of the voting shares of stock, as per the signatures affixed in the Shareholders Attendance List, in the proper register. Mr. Luiz Antônio Fossa, representing PricewaterhouseCoopers Auditores Independentes, and directors and officers of the Company were also present.

PRESIDING OFFICERS: Chairman: Mr. Arminio Fraga Neto; Secretary: Mr. Edemir Pinto.

ORDER OF BUSINESS: I – At the annual shareholders' meeting: (1) To review the management report, and to review, deliberate and vote the financial statements as of and for the year ended December 31, 2009; (2) To consider the proposal on allocation of the net income for the year to December 31, 2009, and on a dividend distribution; (3) To set the aggregate compensation payable to members of the board of directors and the board of executive officers in 2010. **II – At the extraordinary shareholders' meeting:** (1) To vote on BM&FBOVESPA's acquisition of shares of common stock of the CME Group, Inc. ("CME"), thereby increasing the interest in CME shares to approximately 5% from 1.8% currently.

DECISIONS: The following decisions were taken in the manner set forth below, with abstentions from those legally precluded from voting:

(1) As permitted under article 130, paragraphs 1 and 2, of Brazilian Corporate Law (Law No. 6,404/76, as amended) the minutes of this meeting are to be drawn up in summary form, and published without the names of attending shareholders;

I – At the annual shareholders’ meeting:

(1) Approval by a majority affirmative vote, and without qualification, of the management report and financial statements as of and for the year ended December 31, 2009, and related notes and the report prepared by PricewaterhouseCoopers Auditores Independentes;

(2) Approval by unanimous affirmative vote of the proposal on the following allocations of net income for the year to December 2009, which totaled R\$881,050,370.16: (i) R\$20,859,264.91 to offset losses related to sales of treasury stock; (ii) R\$155,191,105.25 to the bylaws reserve for investments and the special safeguard funds and clearing and settlement mechanisms adopted by the Company; (iii) R\$705,000,000.00 to the dividend account. A breakdown of this R\$705,000,000.00 allocation is set out as follows: the amount of R\$183,500,000.00 corresponds to interim dividends distributed in the course of 2009; R\$273,500,000.00 is the amount previously distributed by way of interest on shareholders’ equity; and the balance of R\$248,000,000.00 was distributed as dividends, which are to be paid to shareholders on May 14, 2010. As estimated by Management, this should correspond to a distribution of R\$0.12360196 per share, which however may change as a result of treasury stock being reissued for fulfillment of stock options exercised pursuant to the Company’s stock option plan). The book closure date that will determine the ownership structure pursuant to which holders of record will be entitled to dividends is April 30, 2010. As a result, the Company shares will trade ‘cum dividend’ up until and including April 30, 2010, and ex-dividend starting from May 3, 2010.

(3) Approval by unanimous affirmative vote of the 2010 compensation proposal for the Company to pay to members of the board of directors an aggregate annual amount up to R\$4,074,538.92 and to members of the board of executive officers an aggregate annual amount up to R\$15,307,807.26. The aggregate compensation attributable to the executive officers takes into account the 2010 key performance indicator set by the board of directors as the yearly adjusted net income. The aggregate compensation amount submitted to annual meeting assumes that adjusted net income will be within a certain ratio of the elected target. In case the actual adjusted net income at year-end exceeds this threshold, it is conceivable the compensation ultimately payable to executive officers could exceed the aggregate amount approved at this annual meeting, in which event the excess amount will require confirmation from shareholders attending the 2011 annual meeting.

II – At the extraordinary shareholders’ meeting:

(1) Approval by unanimous affirmative vote of the proposal concerning BM&FBOVESPA’s acquisition of shares of common stock of the CME Group, Inc. (“CME”), which should increase the interest in CME shares to approximately 5% from 1.8% currently.

CLOSING: There being no further business to transact, these minutes were drawn up, and subsequently read, found to conform, approved and signed by all shareholders in attendance. São Paulo, April 20, 2010.

SIGNATURES: Presiding Officers: Arminio Fraga Neto – Chairman; Edemir Pinto – Secretary. Shareholders.

I certify that this is a true copy of the original drawn up in the proper book.
Edemir Pinto
Secretary