BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros

The Brazilian Securities, Commodities and Futures Exchange

Annual Report and Financial Statements 2014

BM&FBOVESPA

The New Exchange

Dear Shareholders,

We are pleased to present to you this discussion and analysis of the financial condition and results of operations of BM&FBOVESPA S.A. (BM&FBOVESPA or Company or us) for the year ended December 31, 2014.

HIGHLIGHTS OF THE YEAR

BM&FBOVESPA's main operational highlight of the year was the completion of the first phase of the project designed to integrate our clearing houses, one of the most important and transformative projects in our history. On August 18, BM&FBOVESPA Clearinghouse started operating to provide post-trade services to the derivatives markets (BM&F segment). Our new clearing and settlement system includes CORE, or CloseOut Risk Evaluation, the new central counterparty multi-asset, multi-market risk management framework. This new infrastructure and risk calculation tool place our Company on the global front line in terms of post-trading services, in addition to further strengthening our strategic position even as it gives us the ability to offer heightened capital efficiency to customers and to consolidate the resilience and soundness of the domestic capital markets.

The year 2014 was marked also by a heatedly contested presidential race which resulted in heightened volatility and increased trading volumes in the second half of the year, down to the voting day. However, this pre-electoral boost in trading activity was insufficient to make up for the thin volume of trading in the earlier part of the year, so that ultimately the overall volume traded fell short of the prior year volume both in markets comprising our BM&F segment and the markets comprising our Bovespa segment (equities and equity derivatives).

The BM&F segment saw a 9.3% fall in average daily contracts traded due mainly by a slump in volume traded in Brazilian-interest rate contracts, which are typically the top traded contracts in this segment. As for the Bovespa segment, the average daily value traded in the stock market and the equity derivatives markets dwindled by slight 1.7% year-on-year, to a large extent having trailed the fall in average market capitalization[1] of listed firms, which is attributable to the country's deteriorating macroeconomic landscape.

While the volume of trading may have been insufficient to account for an actual increase in trading volume, the market conditions prevailing in the pre-electoral period truly and successfully tested the real-world performance of our technology infrastructure. For example, the number of messages sent to the trading system in the BM&F segment in mid-August peaked at over ten times the average for that particular day, whereas the number of trades registered in the Bovespa segment on the day after the runoff election beat the previous record by 45%.

We continued over the year to execute our strategic plan and implemented a number of initiatives and projects designed to support our future growth and strengthen our competitive position. In addition to having completed the first phase of the post-trading integration project, at which time BM&FBOVESPA Clearinghouse started providing post-trading services for trades carried out on derivatives markets of the BM&F segment, our efforts directed toward infrastructure development included the March roll-out of a new platform for registration of fixed-income securities, thus having expanded our operations both in the fixed-income and the OTC markets. Moreover, we completed the construction of our new data center, which adds to the efficiency and reliability of our technology park and gives us the ability to increase throughput capacity over time.

We also obtained government approval for a package of market development actions and initiatives aimed to facilitate and encourage small- and mid-sized companies to access the capital markets for equity and debt funding, including, among other things, an exemption of tax on capital gains for individual investors in small-cap and mid-cap stocks. Additionally, in an initiative aimed to capture opportunities to launch new products, we have agreed a partnership with S&P Dow Jones Indices, one of the world's leading providers of financial market indices, designed to create and launch new, co-branded equity indices for the Brazilian marketplace.

Moreover, we moved forward with a review process to improve our pricing and incentive policies across the markets operated by BM&FBOVESPA, introduced new price schedules, and reviewed incentive schemes for different markets and customers.

[1] Equity market capitalization is a measure of the size of the stock market given by the total market capitalization of all listed issuers, where the market capitalization by issuer is calculated as stock price multiplied by the number of shares outstanding of each listed issuer .

From the standpoint of effective expense management, we have proceeded with our initiatives to keep the build-up in adjusted expenses[2] well below the average inflation rate of the economy. Additionally, we successfully kept our commitment to deliver return for shareholders through an effective combination of dividend payouts and share buybacks whereas staying clear of any action susceptible to compromising the financial health of our Company.

Ultimately, though, BM&FBOVESPA stocks (ticker symbol: BVMF3) showed negative performance in 2014 with a 10.9% year-on drop in market price, whereas the Bovespa Index (Ibovespa) fell 2.9% year-on-year reflecting the market uncertainties about the lackluster economic outlook for 2015 and the years ahead.

We believe our investments in product development and technology infrastructure will prove to be pivotal for our future growth and key drivers of a diversified revenue base, giving us the ability to improve the quality of our services and consolidate the efficiency and strength of the domestic capital markets. It is our firm belief the implementation of our business strategy will continue to bear fruit in the years ahead. Last, but not least, BM&FBOVESPA is uniquely well-positioned to capture the future growth opportunities Brazil's market will certainly continue to offer, though it must be said the atmosphere as 2014 came to a close had become far more challenging than previously anticipated due the country's deteriorating macroeconomic landscape.

OPERATING PERFORMANCE

BM&F Segment

The average daily volume traded in financial and commodity derivatives markets hit 2.6 million contracts, a 9.3% fall as compared to the prior year, which was partially counterbalanced by a 5.3% year-on-year rise in average rate per contract (RPC).

As compared to the operating data for the comparative year of 2013, this year's performance is explained mainly by a 23.7% year-on-year decline in volume traded in Brazilian-interest rate contracts, which are typically the top traded contracts in the segment and this year accounted for 54.9% of the overall volume of contracts traded in the segment. While both shorter and longer maturity contracts registered a volume fall, the volume for shorter maturity contracts was steeper, which may be due to lower volatility and somewhat less uncertainty as to the direction of the Central Bank's decisions in the first half of the year, before the presidential race period.

The positive highlight was a 40.9% year-on-year surge in the volume of trading in U.S. dollar-denominated interest rate contracts.

Average daily volume (ADV)

(In thousands of contracts, unless otherwise indicated)

	2010	2011	2012	2013	2014	CAGR (2010-14)	Variation 2014/2013
Brazilian-interest rate contracts	1,683.6	1,797.2	1,925.7	1,856.7	1,417.4	*-4.2%*	*-23.7%*
Forex contracts	540.6	495.5	493.9	494.1	493.9	*-2.2%*	*0.0%*
Index-based contracts	89.4	123.3	143.1	113.6	118.6	*7.3%*	*4.4%*
U.S. dollar-denominated interest rate contracts	89.7	145.2	149.8	155.9	219.6	*25.1%*	*40.9%*
Commodity derivative contracts	12.9	13.2	11.2	9.2	10.2	*-5.7%*	*11.0%*
Mini-sized contracts	75.6	114.4	165.7	208.2	310.6	*42.4%*	*49.2%*
OTC derivatives	12.9	11.7	9.2	10.1	12.4	*-0.8%*	*23.4%*
Total	**2,504.7**	**2,700.6**	**2,898.7**	**2,847.8**	**2,582.8**	***0.8%***	***-9.3%***

Source: BM&FBOVESPA

The 5.3% year-on-year rise in average RPC for financial and commodity derivatives contracts is explained primarily by the following factors:

- The average RPC for Brazilian-interest rate contracts rose 7.1% year-on-year due mainly to greater concentration of trading in longer maturity contracts (5th standard maturity date or longer) for which we charge comparatively higher fee rates; and

[2] Expenses adjusted by depreciation and amortization, the stock options plan, stock awards plan (principal and payroll taxes), taxes on dividends received from CME Group, passing of proceeds from fines to BM&FBOVESPA Market Surveillance (BSM) and expenses from discontinued operations.

- a 5.3% year-on rise in the fee rates for trades in forex contracts as well as a 5.1% climb in fees rates for trades in U.S. dollar-denominated interest rate contracts, in either case explained by the 8.6% year-over-year average depreciation of the Brazilian *real* against the U.S. dollar[3], since our rates for these contracts are denominated in U.S. dollars.

Average rate per contract (RPC)

(In Brazilian reais)

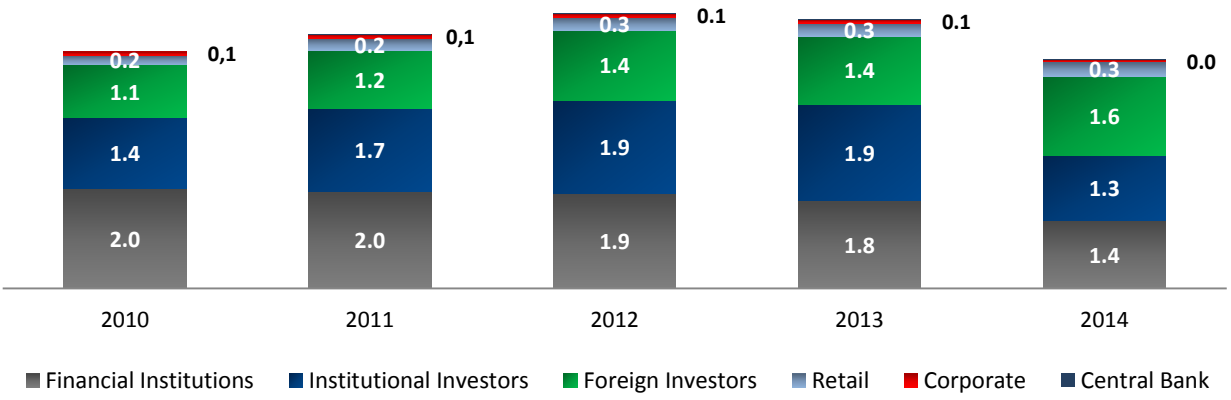
	2010	2011	2012	2013	2014	Variation 2014/2013
Brazilian-interest rate contracts	0.889	0.918	1.004	1.046	1.120	7.1%
Forex contracts	1.928	1.894	2.205	2.535	2.669	5.3%
Index-based contracts	1.564	1.614	1.524	1.761	1.774	0.7%
U.S. dollar-denominated interest rate contracts	1.142	0.941	1.015	1.231	1.294	5.1%
Commodity derivative contracts	2.168	2.029	2.239	2.534	2.390	-5.7%
Mini-sized contracts	0.128	0.129	0.116	0.119	0.117	-1.9%
OTC derivatives	1.610	1.635	1.769	1.409	2.092	48.5%
Average for BM&F segment	**1.134**	**1.106**	**1.191**	**1.282**	**1.350**	**5.3%**

Source: BM&FBOVESPA.

The BM&F segment volume distribution by investor category shows trading activity by foreign investors picked up 15.9% to account for 34.5% of the overall yearly volume, for the first time outperforming every other investor category. In turn, both local institutional investors and financial institutions slackened the volume of trading by 32.1% and 22.6% respectively, to account for 28.6% and 29.6% of the overall yearly volume, respectively.

Distribution of Average Daily Volume Traded by Investor Category (buy and sell sides)

(As a percentage)



Source: BM&FBOVESPA

Bovespa Segment

The average daily value traded in the stock market and equity derivatives markets (options and forwards) hit R$7.29 billion, a 1.7% drop from one year ago. In a five-year analysis of average daily trading value shot up at a 3.0% compound annual growth rate (CAGR).

Bovespa segment – Average Daily Trading Value

(In R$ millions, except as otherwise indicated)

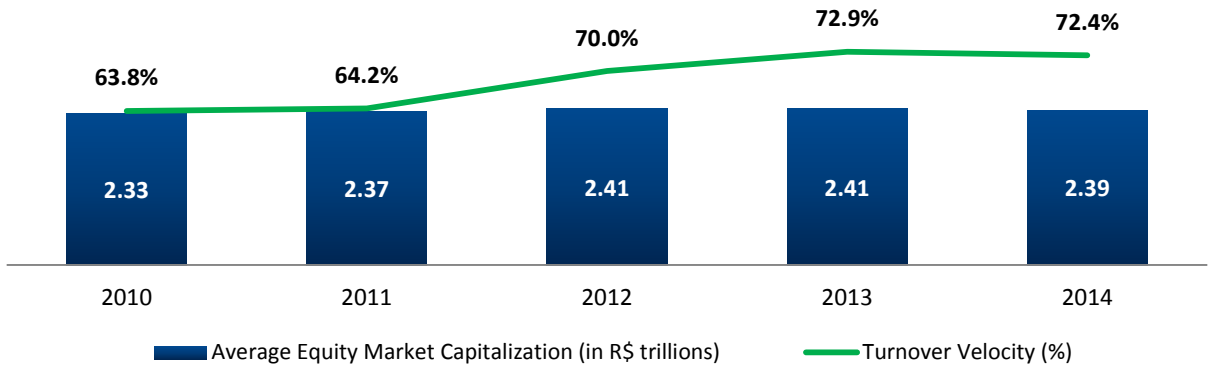
Markets	2010	2011	2012	2013	2014	CAGR 2010-2014	Variation 2014/2013
Cash equities	6,031.6	6,096.3	6,861.3	7,094.5	6,975.8	*3.7%*	*-1.7%*
Forwards	147.4	118.0	103.4	91.5	82.4	*-13.5%*	*-10.0%*
Options	307.9	276.3	280.1	230.3	233.1	*-6.7%*	*1.2%*
Total	**6,488.6**	**6,491.6**	**7,250.7**	**7,417.7**	**7,292.5**	***3.0%***	***-1.7%***

Source: BM&FBOVESPA

[3] Year-over-year exchange rate variation is calculated as the average fluctuation of the PTAX exchange rate as at the end of December 2013 through end-November 2014, as these rates provide the basis on which to calculate average RPC for the months of January 2014 through December 2014, respectively.

The performance of the cash equity market presented a 1.7% year-on-year drop in average daily trading value, which for having accounted for 95.7% of the overall average substantially determined the segment performance. This outcome is due primarily to a combination of a small reduction in the average equity market capitalization, totaling 0.9% year-on-year, and slower turnover velocity[4] (72.4% versus 72.9% in the earlier year).

Average equity market capitalization and Turnover velocity



Source: BM&FBOVESPA

An analysis of the average equity market capitalization by sector shines a light on Financial stocks which, after adding 9.1% year-on-year to the sector's market capitalization, now lead the ranking and account for 32.5% of the average equity market capitalization. In turn, the market capitalization of important sectors (as Oil, Gas & Biofuels, Basic Materials, and Construction & Transportation) has plummeted over the year.

Average equity market capitalization by sector stocks

(In R$ billions, except as otherwise indicated)

Industry Classification	2013	Share of 2013 Total (%)	2014	Share of 2013 Total (%)	Variation 2014/2013
Financial	712.88	*29.5%*	777.64	*32.5%*	*9.1%*
Consumption	645.78	*26.8%*	645.86	*27.0%*	*0.0%*
Basic Materials	310.92	*12.9%*	264.17	*11.0%*	*-15.0%*
Oil, Gas and Biofuels	239.82	*9.9%*	215.78	*9.0%*	*-10.0%*
Utilities	216.49	*9.0%*	207.38	*8.7%*	*-4.2%*
Telecommunications	100.74	*4.2%*	111.44	*4.7%*	*10.6%*
Construction and Transportation	118.83	*4.9%*	98.58	*4.1%*	*-17.0%*
Others*	67.90	*2.8%*	69.87	*2.9%*	*2.9%*
Total	**2,413.36**		**2,390.72**		**-0.9%**

*Include sectors as Capital Goods & Services; Information Technology.

Source: BM&FBOVESPA

In all, the segment margin rates for trading fees declined 2.5% year-on-year, to 5.287 basis points from 5.423 basis points in the earlier year, largely due to changes in our fee policy implemented in 2013 whose effects carried over to influence revenues throughout 2014, coupled with heightened volume of intraday trading, as the fees we charge from day traders embed lower than average margin rates.

The year-on average daily number of trades climbed by 3.4% year-on-year, and increased at a five-year compound annual growth rate of 20.9%. This growth rate is attributable primarily to the greater sophistication of market participants and ever increasing high frequency trading activity, which despite being highly quantitative uses small orders, driving down the average ticket size per trade. We should add that our systems have throughput capacity far beyond the current volumes traded. For example, on October 27, 2014, the volume of trading peaked to an all-time record of 2.6 million trades, a number far higher than the average for the year.

[4] Turnover velocity for the year is defined as the ratio of annualized turnover (value) of stocks traded on the cash equity market over a twelve-month period to average equity market capitalization for the same period.

Bovespa segment – Average Daily Number of Trades

(In R$ thousands, except as otherwise indicated)

Markets	2010	2011	2012	2013	2014	CAGR 2010-2014	Variation 2014/2013
Cash equities	349.8	476.5	653.0	780.0	821.8	*23.8%*	*5.4%*
Forwards	1.6	1.1	1.0	0.8	0.6	*-21.5%*	*-23.8%*
Options	79.3	89.6	126.4	108.5	97.3	*5.3%*	*-10.3%*
Total	**430.6**	**567.2**	**780.4**	**889.3**	**919.8**	***20.9%***	***3.4%***

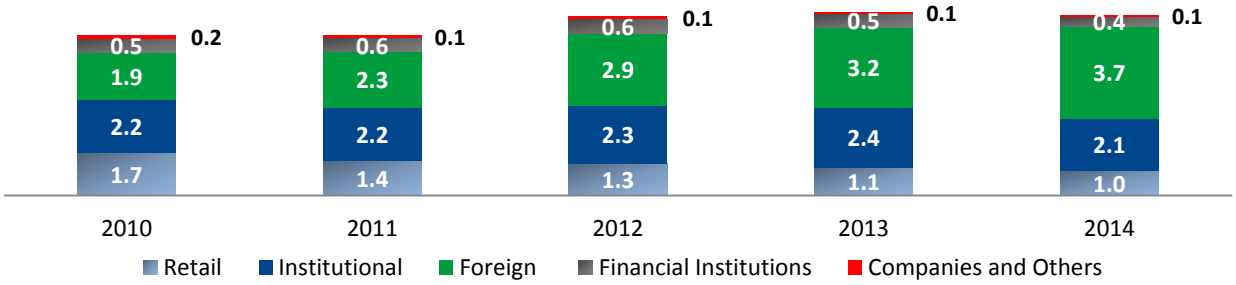
Source: BM&FBOVESPA

On a year-over-year comparison of overall value traded by investor group, foreign investors continue to top the ranking, having accounted for 51.2% of the overall value traded for the year (versus 43.7% in 2013). This translates into a 15.4% year-on build-up in active trading. The runners-up were local institutional investors, whose level of activity shrank 13.1% year-over-year despite having accounted for 29.0% of the overall value traded.

Trading activity by retail investors fell 11.4% year-over-year and accounted for 13.7% of the overall value traded (versus 15.2% one year ago), whereas the segment's average number of active retail investors went down 6.2% to 565.8 thousand.

Distribution of average daily trading value by investor category

(In R$ billions)



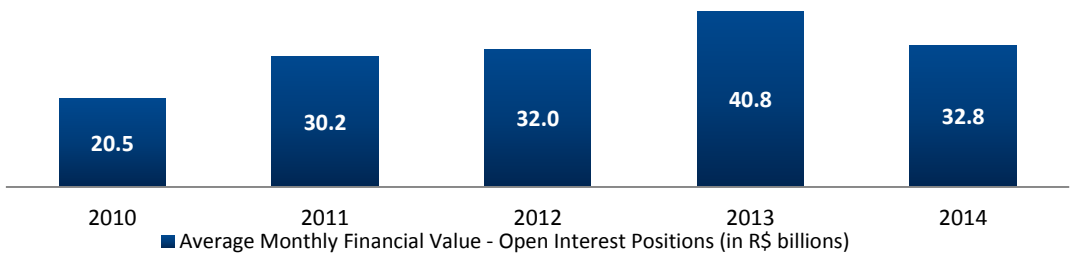
Source: BM&FBOVESPA

Securities lending

The average financial value of open interest positions registered by our securities lending facility dwindled 19.6% year-over-year. This notwithstanding, the average financial value still climbed at a 12.4% compound annual growth rate (CAGR) over the last five-year period. Securities lending is used by more sophisticated traders that develop and implement stock market strategies as securities borrowers (short-sellers) and by investors that look for additional income as lenders.

Average annual financial value of open interest positions

(In R$ billions)



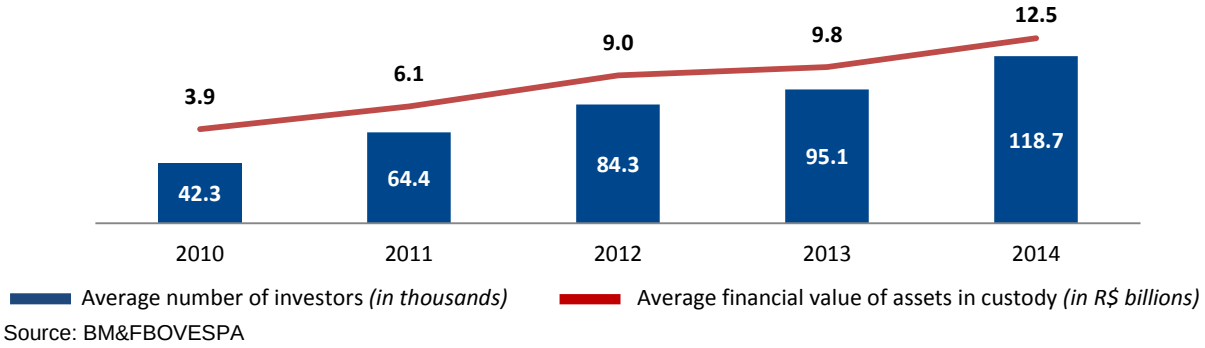
Source: BM&FBOVESPA

Treasury Direct *(Tesouro Direto)* platform

Tesouro Direto (Treasury Direct) is a platform developed in collaboration with the Brazilian Treasury, which we operate for the trading of government bonds and debt securities through the Internet. Trading on this platform has sustained the uptrend of the last few years. The average financial value of government bonds held in custody at our central securities depository (CSD) surged 27.8% year-over-year to hit R$12.5 billion as the year closed in

2014, while the average number of investors dealing through the Treasury Direct platform soared 24.9% to 118.7 thousand from 95.1 thousand one year ago. With the goal of diversifying revenues, we have adopted incentive programs designed to foster the growth of Treasury Direct dealings through our distribution channels.

Dealings on the Treasury Direct *(Tesouro Direto)* platform



Source: BM&FBOVESPA

DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL PERFORMANCE

Revenues

Total revenues of R$2,246.5 million (before PIS/COFINS and Service taxes) for the year ended December 31, 2014, declined 5.0% from the prior year. Revenues tumbled both in our BM&F and the Bovespa business segments as well as with respect to other revenues unrelated to trading and clearing operations.

- Revenues from trading and clearing fees – BM&F segment. At R$866.6 million, this revenue line accounted for 38.6% of total revenues and a 5.5% year-on-year fall attributable primarily to a 9.3% tumble in volumes traded, partially counterbalanced, however, by a 5.3% year-on rise in average RPC.
- Revenues from trading and clearing fees – Bovespa segment. This revenue line gave back 4.6% year-on-year hitting R$977.4 million, and accounted for 43.5% of total revenues for the year. This drop is explained mainly by a 1.7% year-on drop in average daily trading value, coupled with lower margin rates, which declined 2.5% from the prior year.
- Other revenues. At R$402.5 million, the volume-unrelated revenues were down 5.2% year-on-year, having accounted for 17.9% of total revenues for the quarter. The main changes under this revenue line are discussed below.
  - *Securities lending*. The revenue from the operation of our securities lending facility hit R$81.2 million and accounted for 3.6% of total revenues in a 20.5% year-on-year plunge due primarily to a 19.6% year-on decrease in average financial value of open interest positions (which totaled R$32.8 billion).
  - *Depositary; custody*. At R$117.1 million, the revenue from services provided by our central securities depository accounted for 5.2% of total revenues and kept a flat line from the earlier year.
  - *Trading Participant access*. This line item amounted to R$39.3 million (1.8% of total revenues), a 17.5% year-on-year fall related mainly to changes made to our messaging control policy and the discontinuance of certain legacy services for market participants.

Expenses

The expenses totaled R$804.1 million having risen mere 1.7% year-on-year, well below the inflation rate for the period. Set forth below is a discussion of the principal changes in operating expense line items.

- Personnel and related charges. This expense line totaled R$354.4 million, virtually unchanged from the earlier year due mainly to (i) diligent headcount management over the course of 2014; and (ii) a R$6.1 million year-on-year increase in capitalized personnel expenses related to ongoing technology projects.
- Data processing. The expenses in this line item totaled R$124.2 million, up 12.5% year-on-year due mainly to an R$9.5 million non-recurring expenses with upgrading the PUMA Trading System.

- Outsourced services. The expenses in this line item totaled R$39.8 million, down 12.8% year-on-year primarily on account of R$8.0 million in extraordinary expenses related to success fees paid in the third quarter in connection with certain lawsuits.
- Marketing and promotion. This expense line hit R$11.3 million, a 23.8% year-on-year decrease reflecting the reprioritization of our marketing and communication campaigns for the year and cuts in advertising expenses.
- Other expenses. Other expenses totaled R$65.7 million, a 17.4% year-on-year rise related to an increase in contributions and donations, including (i) a R$9.3 million passing of funds to BSM in the quarter to December 2014 intended the fund its operations, in addition to periodic transfers of proceeds from fines collected from participants for settlement or delivery failures (per BM&FBOVESPA's Official Letter 044/2013); and (ii) contributions to the Brazilian Government's program known as *Ciência sem Fronteiras* ("Science Without Borders") made in the third quarter.

Equity in results of investees

Our net share of gain from the equity-method investment in CME Group shares went 23.8% from one year ago totaling R$212.2 million, where R$81.0 million have been provisioned as recoverable tax paid abroad. This climb is explained not only by the improved results of operations recorded by the CME Group but also the effects of the local currency depreciation vis-à-vis the U.S. dollar.

Interest income, net

Net interest income for the year totaling R$208.2 million was up 15.2% year-on-year due primarily to a 21.0% jump in interest income, which climbed to R$361.8 million in 2014, in line with the rise of the key rate. In turn, the interest expenses went up by hit R$153.6 million, soaring 30.0% due mainly to the Brazilian real depreciation against the U.S. dollar, as most our interest expenses correlate with debt under the global senior notes issued in a July 2010 cross-border offering as well as to a non-recurring payment of tax charges related to the REFIS Tax Settlement Program.

Income tax and social contribution

Income before taxes totaled R$1,646.7 million, down 2.4% year-on-year.

The line item comprising income tax and social contribution plus deferred income tax and social contribution totaled R$661.0 million, where

- R$104.2 million consist of current income tax and social contribution, comprised of R$54.7 million recorded as a cash outflow (thus, with negative impact on the cash flow), including R$51.1 million in back taxes recognized as part of a tax settlement we have agreed within the scope of the REFIS Tax Settlement Program, and also R$49.5 million which have been offset against withholding tax paid overseas; and,
- R$556.8 million consist of deferred income tax and social contribution and break down into deferred tax liabilities of R$554.6 million related to temporary differences attributable to yearly amortization of goodwill for tax purposes, with no impact on the cash flow, plus deferred tax assets amounting to R$2.2 million related mainly to tax losses and negative tax basis, in addition to tax credits related to other temporary provisions.

Discontinued Operations

In reviewing the Company's position as holder of equity in *Bolsa Brasileira de Mercadorias* (the Brazilian Commodities Exchange, or "BBM"), we have assessed the results gleaned in recent years from the residual business operations of that entity, and its prospects for the future, ultimately having decided to discontinue our BBM partnership and waive our rights as equity holders. This has engendered a R$7.8 million loss from discontinued operations, which includes recognition of a R$7.5 million loss from the waiver of membership certificates, equivalent to the book value of the investment as of November 30, 2014.

Net Income

The annual net income attributable to BM&FBOVESPA shareholders totaled R$977.1 million, down 9.7% year-on-year primarily on account of the fall in revenues discussed elsewhere herein and the recognition of certain non-recurring items, such as the REFIS tax settlement agreed with the tax authorities in August (net negative impact of R$63.1 million) and the negative impact of discontinued operations.

MAIN LINE ITEMS OF THE CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2014

Main lines items under Assets

Total assets as of December 31, 2014, amounted to R$25,538.3 million, down 1.4% year-on-year. Cash and cash equivalents (including short- and long-term financial investments) totaled R$3,855.5 million, accounted for 15.1% of total assets and were down 20.8% year-on-year reflecting mainly a reduction in the amount of cash collateral posted by market participants to secure customers' dealings[5]. Non-current assets totaled R$22,753.0 million, where long-term receivables amount to R$1,797.3 million (including long-term financial investments totaling R$1,392.8 million), the investments total R$3,761.3 million, property and equipment amount to R$421.2 million and intangible assets amount to R$16,773.2 million.

Intangible assets consist primarily of goodwill related to expectations of future profitability in connection with the acquisition of Bovespa Holding. Goodwill has been tested for impairment pursuant to a valuation report prepared by an independent specialist firm, which found no adjustments were required to the carrying value of goodwill as of December 31, 2014.

Main lines items under Liabilities and Shareholders' Equity

Current liabilities of R$1,891.8 million accounted for 7.4% of total liabilities and shareholders' equity, a 30.2% fall from total liabilities at the close of earlier year. This fall is explained primarily by the slump in cash collateral posted by market participants to secure customers' dealings (total of R$1,321.9 million at year-end versus R$2,073.0 million one year ago, in any event with contra-entries to cash equivalents and financial investments), given that cash collateral accounts for a large portion of current liabilities in our balance sheet. Noncurrent liabilities closed the year at R$4,658.0 million and consist primarily of R$1,619.1 million worth of debt issued abroad (global senior notes issued in a US$612 million bond offering in July 2010) plus deferred income tax and social contribution amounting to R$2,859.3 million.

Shareholders' equity totaled R$18,988.4 million as of December 31, 2014, consisting mainly of capital stock totaling R$2,540.2 million and capital reserves of R$15,220.4 million.

OTHER FINANCIAL INFORMATION

2014 Capital expenditures

We capitalized investments in 2014 on the order of R$240.2 million, including R$231.3 million related to investments in technology infrastructure and IT resources, particularly the new integrated clearinghouse and the construction of our new data center. The actual capital expenditures stayed well within the budget guidance for 2014, which set the capex interval between R$230.0 million and R$260 million.

2015 Adjusted Opex Budget; 2015–2016 Capex Budget

In December 2014 we announced the 2015–2016 capex budget and the 2015 adjusted opex budget, as follows:

- the capex budget guidance for 2015 has been set within an interval between R$200.0 million and R$230.0 million, and for 2016 an interval between R$165.0 million and R$195.0 million;
- the 2015 budget guidance for adjusted operating expenses has been set within an interval between R$590 million and R$615 million, indicating a potential climb well below the inflation rate anticipated for the year ahead. As compared to one year ago, the actual adjusted operating expenses rose in 2014 by mere 2.9% (to R$592.3 from R$575.8 million in the earlier year) and did stay significantly below the inflation rate of the economy.

Earnings distributions

Over the course of the 2014, our board of directors declared interim payouts totaling R$595.7 million by way of dividends and interest on shareholders' equity, meaning 80.0% of our GAAP earnings (net income) for the nine-

[5] Financial assets market participants post as collateral are recognized in the line item "Collateral for Transactions" under Current Liabilities.

month period ended September 30, 2014. Moreover, at the upcoming annual shareholders' meeting we will be submitting to shareholders an additional distribution proposal in the equivalent of R$185.9, which thus should total 80.0% of our GAAP net income for the year ended December 31, 2014.

Share buyback program

We have repurchased over the course of 2014 a total of 90.0 million shares of BM&FBOVESPA (4.8% of the outstanding shares at the start of the year) for an average price per share of R$10.41 and aggregate price of R$936.6 million. Of this total, 37.0 million shares were repurchased within the scope of the 2013-2014 program (approved in June 2013), while the remainder (53.0 million shares) were repurchased within the scope of the 2014 program approved in February 2014.

In addition, in December 2014, our Board approved the 2015 buyback program authorizing repurchases up to 60.0 million shares, i.e., 3.3% of the shares issued and outstanding.

OTHER HIGHLIGHTS

Market developments

Pricing policy. At the end of 2014 we announced a number of initiatives aimed at improving our price structure and customer incentives policy, including (i) product and market development; (ii) review of pricing models, including discount rates and tiered incentives; (iii) price adjustments for inflation and price-level restatements; and (iv) pricing of new products and services. In this context, we also announced a batch of actions which are set to take effect over the course of 2015, including, among other things, (i) removal of fee discounts for provision of direct market access to BM&F segment systems and certain incentives (known as "rebates") paid to local lenders of securities; (ii) elimination of the discount of the analysis fee which is a component of the annuities we collect from issuers, in addition to the creation of an analysis fee for services related to certain aspects of tender offers and equity offerings (IPOs, follow-on and seasoned offerings); (iii) certain price-level restatements and pricing of newly developed market data products and distribution services; (iv) adjustment of fee rates for trades in options on stock index futures; (v) adjustments of maintenance and safekeeping fees and account holding fees (including as to depositary receipt programs) regarding services provided by our central securities depository, in addition to introduction of fees for transfer of open interest positions; and (vi) changes in the price structure of Brazilian-interest rate contracts for a rebalance of the correlation between fee rates and contract maturity period.

Small- and medium-sized enterprises (SMEs). Given the importance SMEs have for Brazil's economy and their need for more affordable sources of funding, we have established a Technical Committee for Small Offerings of Securities whose membership includes representatives of market participants, the Brazilian government and our Exchange. This Committee put forward a number of proposals aimed to facilitate and encourage small- and mid-sized companies to access the capital markets for equity and debt funding, prime among which are certain tax incentives (granted under Law No. 13,043, recently issued) for individual investors holding small-cap stocks (of issuers earning no more than R$500 million in annual revenues, with market-cap of R$700 million as of the IPO date) listed to trade on either the Novo Mercado segment or the Bovespa Mais segment, where issuers are required to adopt more stringent standards of corporate governance than required by law.

New access categories. In an effort to improve the model for brokerage firms to access our markets we have added a new category of access permit, so that brokerage houses requesting a broad access permit will continue to qualify as Full Trading Participants (*Participantes de Negociação Pleno*, or PNP) whereas firms which operate "for the account and order of principal" (more or less as an order passing broker) will qualify as Trading Participants (*Participantes de Negociação*, or PN). Under this new model, the operating and financial requirements differ according to the category of access rights granted to a broker and should give them greater flexibility, thus strengthening the investment intermediation industry segment, while giving brokers better alternatives to meet their business objectives and accomplish commercial strategies or pursue specialization areas.

Development of products and services. The year 2014 saw the launch of the first Brazilian-listed foreign exchange-traded index fund, the *iShares S&P 500*. Additionally, we expanded the scope of our BDR initiative accepting new bids from seasoned depositary institutions to award new licenses for BDR programs. And we expanded our options market maker program. Last, but not least, in November 2014 we agreed a partnership with S&P Dow

Jones Indices, one of the world's leading providers of financial market indices, designed to create and launch new, co-branded indices for the Brazilian marketplace. All new indices will be calculated, quoted and marketed globally by S&P DJI. New indices under consideration include factor-based indices (e.g. dividend, volatility, multi-asset) and sector-based indices.

Technology developments

Integrated clearinghouse. There have been important developments and milestones achieved within the scope of our Post-Trade Integration Program (*Programa de Integração da Pós-Negociação* - IPN). In August 2014 BM&FBOVESPA Clearinghouse started operating to provide post-trade services to derivatives markets comprising our BM&F segment. Also, we launched CORE, or CloseOut Risk Evaluation, our new central counterparty multi-asset, multi-market risk management framework, and lynchpin of our risk management system architecture. This new clearing house will give us the ability to offer heightened capital efficiency to customers, who will benefit from multi-asset, multi-market, integrated risk management capabilities, including cross-margining, which should further enhance our competitive edge. For example, on the very day BM&FBOVESPA Clearing House started operating, we successfully reduced by R$20 billion the aggregate amount of collaterals pledged to secure open positions in the derivatives market even as we ensured there would be no increase of risk exposures related to the new system. We will now be working on the implementation of the equities module of our new clearing and settlement system.

New Data Center. We have now completed the construction of our new data center, a specially designed facility, tailor-made to meet our specific needs and demands, which includes facilities to host the technology infrastructure of market participants and other customers. This gives us a more efficient, reliable and highly performing technology platform, better able to support our future growth.

CORPORATE GOVERNANCE; RISK MANAGEMENT

We believe having an efficient corporate governance structure, which we continually seek to improve, is critical to ensure we accomplish our strategic goals and create value for shareholders while respecting and valuing our relations with market participants and other stakeholders.

Moreover, given our institutional role vis-à-vis the domestic capital markets and the fact that our shareholder base is widely diversified and control widespread, it is our belief that adhering to higher standards of corporate governance is all the more necessary and, in fact, a key factor of BM&FBOVESPA's success and perpetuity as a market operator.

Having our shares listed on the *Novo Mercado* segment of the stock exchange, staying true to our commitment to have a substantially independent Board membership (per CVM Ruling 461/07) and an Audit Committee which fully conforms to the requirements of CVM Ruling 509/11 are cornerstones of our corporate governance structure.

In 2014 we earned recognition for the higher standards of corporate governance and transparency we practice on being awarded our sixth Transparency Trophy by the Brazilian Association of Financial Executives *(Associação Nacional dos Executivos de Finanças, Administração e Contabilidade - ANEFAC)*.

Internal Audit

Our internal audit team has the mission of providing our Board, Audit Committee and Management with independent, objective, impartial and timely assessment of the effectiveness of our risk management practices, suitability of our internal controls and level of compliance with rules and regulations applicable to our operations and those of our subsidiaries, for this purpose adopting a systematic, disciplined approach. Moreover, the internal audit department monitors employee activities to ensure compliance with our operating rules and procedures, our securities trading policy and Code of Conduct, and reports its findings to the Code of Conduct Committee.

Compliance; Internal Controls; Enterprise Risk

The responsibilities of the Compliance, Internal Controls & Enterprise Risk department include ensuring compliance, supervising the internal controls environment and managing corporate risk. In addition, this department reports directly to the Chief Executive Officer and is responsible for reporting its activities to both our Audit Committee and Risk Committee, each of latter two an advisory committee to the Board of Directors.

With the aim of continually improving our internal controls, the internal controls unit monitors the development and implementation, and tests the outcomes, of action plans selected with departments across the Company (i.e., production and operational departments, support and IT departments) in connection with the mitigation of identified risks.

In response to the possibility of a water crisis, the company has been adopting measures to mitigate the risk of interruptions to the supply of potable water to its premises. Discussions of alternative sources of supply and measures to reduce consumption are being conducted by the Water Crisis Working Group, comprising representatives of Engineering, Technology, Human Resources, Communication, Operations, Business Continuity, and Corporate Risk, which coordinates the work.

The group meets every day to review ongoing actions and discuss the status quo and outlook, as well as reviewing the readiness of participants in the markets managed by BM&FBOVESPA to respond to the scenarios presented.

Central counterparty risk; Risk management

BM&FBOVESPA operates the following central counterparty (CPP) clearing houses: (i) equities and corporate debt securities clearing house, (ii) derivatives clearing house, (ii) FX clearing house; and (iii) clearing house for government bonds. The Central Bank considers these clearing facilities perform systemically material roles. Each of them acts as CPP clearing house for the markets we operate.

As of December 31, 2014, the aggregate financial value of pledged collaterals totaled R$242.2 billion, up 13.0% from one year ago, explained primarily by a rise in volume and value of collaterals pledges made to our derivatives clearinghouse, where the volume of open positions in U.S. dollar-denominated interest rate contracts increased significantly.

Pledged Collaterals

Clearing houses	December 31, 2014	December 31, 2013	Variation
	In R$ millions	*In R$ millions*	*(%)*
Equities & corporate debt securities	70,528.5	80,287.8	*-12.2%*
Derivatives	166,300.6	127,406.6	*30.5%*
Forex	4,862.5	5,937.5	*-18.1%*
Bonds	505.6	757.5	*-33.3%*
Total	**242,197.2**	**214,389.4**	*13.0%*

Source: BM&FBOVESPA.

HUMAN RESOURCES

BM&FBOVESPA has been redoubling efforts and actions designed to better measure and tackle organizational climate management and to improve staff and leadership training practices.

As part of these initiatives, in 2014 we conducted our second Value tracking poll aimed, among other things, to identify change opportunities and measure employee satisfaction, organizational engagement and inclusion, as well as to better understand employee expectations and aspirations. The compiled results were then presented to the entire workforce and action plans put in place to ensure continuous improvement of the work environment and stronger management of the organizational climate. The program was conducted by an external consultancy firm with the help of approximately 450 employees.

Our *Leadership Journey* program provides another front designed to assist us in developing new competencies, fostering leadership and promoting value-adding practices. As part of our training and cross-training initiative, this program focuses on developing and strengthening job mastery, leadership, assessment and coaching skills. It is managed based on leadership competencies called for under our personnel management model and on our assessment of the general results of organizational climate polls. In 2014, the program (which requires physical attendance) involved training 66 leaders.

Another human resources management initiative is our Wellness and Quality of Life Program, whose structure is based on four pillars: Better Balance; Better Health; More Leisure; Culture. The program sponsors actions aimed to

promote wellness, healthy work/life choices and better quality of life practices, which in turn contributes to a better and more productive work environment.

Furthermore, in line with our notice to the market released on February 4, 2015, we are offering the beneficiaries of our stock option plan an opportunity to have unvested and unexercised options cancelled in exchange for a consideration in cash and/or shares. We take the view that a long-term incentive model based on stock awards should be more effective in helping us achieve over a long-term horizon the critical objectives of better aligning the interests of beneficiary employees with those of our Company and shareholders whereas successfully retaining key personnel.

As of December 31, 2014, we had 1,357 employees and 85 interns.

SUSTAINABILITY; SOCIAL INVESTMENT

In 2013 the Board of Directors approved the Sustainability Policy we adopt to guide our business. The Policy is based on four pillars – Market, the Environment, Social Investing, and Corporate Governance – and a scope of action that encompasses both internal management and our relationships with a diversity of constituencies, thus strengthening our commitment to the mission of promoting sustainability and social investing in line with our business strategy.

Consistent with the guidelines provided by the Market Pillar, we announced in 2014 the tenth theoretical portfolio of the Corporate Sustainability Index, or ISE Index, comprising 51 component stocks (of 40 issuers, covering 19 sectors) whose aggregate market capitalization at November 24, 2014, totals R$1.22 trillion. In addition, in order to help advance the values of sustainability and influence other stock exchanges across the world, BM&FBOVESPA has been acting since 2012 as founding signatory member of the Sustainable Stock Exchanges Initiative, or SSE, led by the U.N. Global Compact. Additionally, we are a member of the Sustainable Working Group, or SWG, of the World Federation of Exchanges – WFE.

With regard to the Environment Pillar, in 2014 we continued to offset our carbon footprint, while having discontinued the practice of mailing investors printed statements regarding movement of assets.

With regard to the Social Investing Pillar, we continue to sponsor and operate the BM&FBOVESPA Institute, a civil society organization (CSO) established in 2007 for the purpose of integrating and coordinating our social investment projects in the realms of education, culture, sports and philanthropy. In 2014, a partnership between Environmental and Social Investment Exchange *(Bolsa de Valores Socioambientais*, or BVSA) and BrazilFoundation was established to mobilize donors to projects of CSOs. This "social joint venture" combines the expertise of BrazilFoundation in selecting, training and monitoring social projects with the BVSA model, a pioneer in the world for fundraising and accountability activities via a virtual platform, with functionalities and concepts similar to a stock exchange.

With regard to the Corporate Governance Pillar, we have issued a third summary update about non-financial information provided by listed issuers in their filings of Sustainability Reports (or Integrated Reports) within the scope of our Report of Explain Initiative. As of December 31, 2014, 71.17% of the companies listed on our Stock Exchange had adhered to this initiative.

SELF-REGULATORY AND MARKET SURVEILLANCE ACTIVITIES

Issuer oversight

Over the course of 2014, acting within the scope of our agreement with the CVM for oversight of issuer compliance with reporting requirements, we reviewed over 18 thousand disclosure documents of listed companies, having issued nearly two thousand notices for enforcement of applicable CVM regulations.

Moreover, in August 2014 the CVM approved and our Board enacted the new Issuer Registration and Securities Listing Rules, which is set to take full effect from August 2015 and consist of a revised set of rules and requirements governing issuer registration and securities listings, applicable to existing and future issuers and listings, as well as governing delisting of penny stocks.

Finally, over the course of 2014 we agreed the new and revised terms of our cooperation with the CVM for the development and maintenance of an electronic data-gathering, analysis, and retrieval system (called *Sistema Empresas.net*), which will perform automated collection, validation, indexing, acceptance, and forwarding of submissions by companies and others. The cooperation agreement contemplates (i) the migration of the CVM system known as IPE system to the new e-filings system, and (ii) for development, at a subsequent stage, of a novel filing and reporting system for exchange-traded real estate funds, or FIIs, which will be called *Fundos.net*. According to the project schedule, both phases are set for implementation over the course of 2015 and 2016.

INDEPENDENT AUDITORS

Our Company and subsidiaries have retained the audit firm of *Ernst & Young Auditores Independentes* to audit our financial statements.

The policy that governs the engagement of external audit services by us and our subsidiaries is based on generally accepted auditing standards which preserve service independence and include the following practices: (i) the auditors must not hold executive or managerial positions in the Company and its subsidiaries; (ii) the auditors must abstain from performing for the Company and its subsidiaries operating activities which could compromise the audit function; and (iii) in expressing their opinion regarding financial statements and reports, the auditors must maintain objectivity (avoiding conflicts of interest and loss of independence).

In the year ended December 31, 2014, neither the independent auditors, nor any of their related parties provided non-audit services to us.

MANAGEMENT'S REPRESENTATION

As required under CVM Instruction 480, Management represents to have discussed, reviewed and agreed with the financial statements as of and for the year ended December 31, 2014, and the opinion expressed in the independent auditors' report.

ADDITIONAL INFORMATION

This annual report provides a discussion and analysis of our operating and financial performance in 2014, as well as the main developments and highlights of the year. For additional information about our Company and the markets we operate, see our Reference Form, a CVM filing you may access on our website, in the investor relations webpage at http://ri.bmfbovespa.com.br and the website of the Brazilian Securities Commission (CVM) at www.cvm.gov.br.

ACKNOWLEDGEMENTS

Finally, we wish to express our gratitude to all our employees for their commitment and dedication throughout the year, and to providers, shareholders, financial institutions and other stakeholders for their support over the course of 2014.

Quarterly Information (ITR)

BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros

December 31, 2014

Building a better working world

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A free translation from Portuguese into English of Independent Auditors' Report on individual and consolidated financial statements prepared in Brazilian currency in accordance with accounting practices adopted in Brazil and in accordance with International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB)

Independent auditors' report on financial statements

The Board of Directors, Shareholders and Officers
BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros
São Paulo – SP

We have audited the accompanying individual and consolidated financial statements of BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("Company"), identified as "BM&FBOVESPA" and "Consolidated", respectively, which comprise the balance sheet as at December 31, 2014, and the related income statement, statement of comprehensive income, of changes in equity and of cash flows for the year then ended, and a summary of significant accounting practices and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of the individual and consolidated financial statements in accordance with accounting practices adopted in Brazil in accordance with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), and for such internal control as management determines is necessary to enable the preparation of these financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Brazilian and international standards on auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the Company's financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting practices used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the individual and consolidated financial statements referred to above present fairly, in all material respects, the individual and consolidated financial position of BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros as at December 31, 2014, its individual and consolidated operating performance and its cash flows for the year then ended, in accordance with accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Other matters

Statement of value added

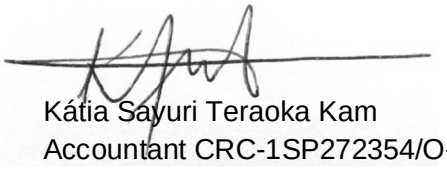
We have also audited the individual and consolidated statement of value added (SVA) for the year ended December 31, 2014, prepared under management's responsibility, whose presentation is required by the Brazilian Corporation Law for publicly-held companies and as additional information by the IFRS, which do not require SVA presentation. These statements were subject to the same audit procedures described above and, in our opinion, they are fairly presented, in all material respects, in relation to the overall financial statements.

São Paulo, February 10 2015.

ERNST & YOUNG
Auditores Independentes S.S.
CRC-2SP015199/O-6



Flávio Serpejante Peppe
Accountant CRC-1SP172167/O-6



Kátia Sayuri Teraoka Kam
Accountant CRC-1SP272354/O-1

A free translation from Portuguese into English of individual and consolidated financial statements prepared in Brazilian currency in accordance with the accounting practices adopted in Brazil, and in accordance with International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB).

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Balance sheets
December 31, 2014 and 2013
(In thousands of reais)

		BM&FBOVESPA		Consolidated	
Assets	Note	2014	2013	2014	2013
Current assets		**2,837,189**	4,245,974	**2,785,239**	4,319,483
Cash and cash equivalents	4 (a)	**497,146**	1,191,676	**500,535**	1,196,589
Financial investments	4 (b)	**2,019,099**	2,784,750	**1,962,229**	2,853,393
Accounts receivable	5	**56,597**	52,696	**57,571**	54,227
Other receivables	6	**71,799**	80,889	**72,319**	79,272
Taxes recoverable and prepaid	19 (d)	**166,144**	120,380	**166,154**	120,396
Prepaid expenses		**26,404**	15,583	**26,431**	15,606
Noncurrent assets		**22,430,445**	21,275,216	**22,753,024**	21,577,176
Long-term receivables		**1,383,178**	749,413	**1,797,322**	1,135,424
Financial investments	4 (b)	**981,234**	437,367	**1,392,763**	820,778
Deferred income tax and social contribution	19	**274,781**	203,037	**274,781**	203,037
Judicial deposits	14 (g)	**119,870**	108,265	**120,285**	108,665
Other receivables	6	**-**	-	**2,200**	2,200
Prepaid expenses		**7,293**	744	**7,293**	744
Investments		**3,855,549**	3,434,624	**3,761,300**	3,346,277
Investments in associates	7 (a)	**3,729,147**	3,312,606	**3,729,147**	3,312,606
Investments in subsidiaries	7 (a)	**126,402**	122,018	**-**	-
Investment property	7 (b)	**-**	-	**32,153**	33,671
Property and equipment	8	**418,502**	418,854	**421,186**	423,150
Intangible assets	9	**16,773,216**	16,672,325	**16,773,216**	16,672,325
Goodwill		**16,064,309**	16,064,309	**16,064,309**	16,064,309
Software and projects		**708,907**	608,016	**708,907**	608,016
Total assets		**25,267,634**	25,521,190	**25,538,263**	25,896,659

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Balance sheets
December 31, 2014 and 2013
(In thousands of reais)

		BM&FBOVESPA		Consolidated	
Liabilities and equity	Note	2014	2013	2014	2013
Current liabilities		**1,635,426**	2,355,261	**1,891,833**	2,710,846
Collateral for transactions	17	**1,321,935**	2,072,989	**1,321,935**	2,072,989
Earnings and rights on securities in custody	10	**46,289**	49,925	**46,289**	49,925
Suppliers		**66,146**	36,679	**66,241**	45,474
Salaries and social charges		**71,808**	73,954	**72,273**	74,911
Provision for taxes and contributions payable	11	**24,116**	24,755	**25,413**	25,979
Income tax and social contribution		**-**	-	**2,129**	1,433
Interest payable on debt issued abroad	12	**47,368**	42,129	**47,368**	42,129
Dividends and interest on equity payable		**1,687**	1,428	**1,687**	1,428
Other liabilities	13	**56,077**	53,402	**308,498**	396,578
Noncurrent liabilities		**4,652,699**	3,881,700	**4,658,027**	3,886,921
Debt issued abroad	12	**1,619,123**	1,426,193	**1,619,123**	1,426,193
Deferred income tax and social contribution	19	**2,859,306**	2,295,774	**2,859,306**	2,295,774
Provisions for tax, civil and labor contingencies	14	**97,661**	83,371	**102,989**	88,592
Obligation with post-retirement health care benefit	18 (c)	**28,371**	25,940	**28,371**	25,940
Other liabilities	13	**48,238**	50,422	**48,238**	50,422
Equity	15	**18,979,509**	19,284,229	**18,988,403**	19,298,892
Capital and reserves attributable to shareholders of BM&FBOVESPA					
Capital		**2,540,239**	2,540,239	**2,540,239**	2,540,239
Capital reserve		**15,220,354**	16,056,681	**15,220,354**	16,056,681
Revaluation reserves		**20,774**	21,360	**20,774**	21,360
Income reserves		**990,770**	794,773	**990,770**	794,773
Treasury shares		**(983,274)**	(955,026)	**(983,274)**	(955,026)
Other comprehensive income		**1,004,705**	680,499	**1,004,705**	680,499
Proposed additional dividend		**185,941**	145,703	**185,941**	145,703
		18,979,509	19,284,229	**18,979,509**	19,284,229
Non-controlling interests		**-**	-	**8,894**	14,663
Total liabilities and equity		**25,267,634**	25,521,190	**25,538,263**	25,896,659

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Income statements
Years ended December 31, 2014 and 2013
(In thousands of reais, unless otherwise stated)

	Note	BM&FBOVESPA		Consolidated	
		2014	2013(*)	2014	2013(*)
Revenue	20	**1,995,160**	2,098,224	**2,030,433**	2,126,638
Expenses		**(786,004)**	(767,220)	**(804,070)**	(790,814)
Administrative and general					
Personnel and related charges		**(342,333)**	(341,772)	**(354,411)**	(352,017)
Data processing		**(122,230)**	(108,659)	**(124,202)**	(110,423)
Depreciation and amortization		**(117,479)**	(117,924)	**(119,133)**	(119,534)
Third-party services		**(38,319)**	(35,686)	**(39,776)**	(45,631)
Maintenance in general		**(11,096)**	(10,942)	**(11,927)**	(11,688)
Communications		**(13,224)**	(16,688)	**(13,364)**	(16,822)
Promotion and publicity		**(11,065)**	(14,647)	**(11,305)**	(14,833)
Taxes		**(54,733)**	(54,825)	**(55,590)**	(55,832)
Board and committee members' compensation		**(8,683)**	(8,078)	**(8,683)**	(8,078)
Sundry	21	**(66,842)**	(57,999)	**(65,679)**	(55,956)
Equity pickup in subsidiaries and associate	7	**226,926**	175,519	**212,160**	171,365
Financial result	22	**206,066**	179,357	**208,157**	180,695
Financial income		**358,459**	296,487	**361,761**	298,868
Financial expenses		**(152,393)**	(117,130)	**(153,604)**	(118,173)
Income before income tax and social contribution		**1,642,148**	1,685,880	**1,646,680**	1,687,884
Income tax and social contribution	19 (c)	**(657,403)**	(603,976)	**(660,959)**	(606,588)
Current		**(100,603)**	(57,485)	**(104,159)**	(60,097)
Deferred		**(556,800)**	(546,491)	**(556,800)**	(546,491)
Net income from continuing operations		**984,745**	1,081,904	**985,721**	1,081,296
Net result from discontinued operations		**(7,692)**	(388)	**(7,807)**	(349)
Net income for the year		**977,053**	1,081,516	**977,914**	1,080,947
Attributable to:					
Shareholders of BM&FBOVESPA – Continuing operations		**984,745**	1,081,904	**984,745**	1,081,904
Shareholders of BM&FBOVESPA – Discontinued operations		**(7,692)**	(388)	**(7,692)**	(388)
Non-controlling interests – Continuing operations				**976**	(406)
Non-controlling interests – Discontinued operations				**(115)**	(163)
Earnings per share attributable to shareholders of BM&FBOVESPA (in R$ per share)	15 (h)				
Basic earnings per share				**0.531763**	0.563638
Diluted earnings per share				**0.530710**	0.562158

(*) Balances for 2013 have been restated in accordance with CPC31 – Discontinued Operations (Note 24).

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Statements of comprehensive income
Years ended December 31, 2014 and 2013
(In thousands of reais)

	BM&FBOVESPA		Consolidated	
	2014	**2013(*)**	**2014**	**2013(*)**
Net income for the year	**977,053**	1,081,516	**977,914**	1,080,947
Other comprehensive income to be reclassified to income for the year in subsequent periods	**323,739**	361,917	**323,739**	361,917
Exchange rate variation on investment in foreign associate	**451,195**	431,530	**451,195**	431,530
Hedge of net foreign investment	**(191,923)**	(183,049)	**(191,923)**	(183,049)
Tax effect on hedge of net foreign investment	**65,254**	62,237	**65,254**	62,237
Comprehensive income of foreign associate	**(785)**	51,234	**(785)**	51,234
Mark-to-market of available-for-sale financial assets	**(2)**	(35)	**(2)**	(35)
Other comprehensive income not reclassified to income for the year in subsequent periods	**467**	2,185	**467**	2,185
Actuarial gains on post-retirement health care benefits, net of taxes	**467**	2,185	**467**	2,185
Other comprehensive income for the year	**324,206**	364,102	**324,206**	364,102
Total comprehensive income for the year	**1,301,259**	1,445,618	**1,302,120**	1,445,049
Attributable to:	**1,301,259**	1,445,618	**1,302,120**	1,445,049
Shareholders of BM&FBOVESPA	**1,301,259**	1,445,618	**1,301,259**	1,445,618
Non-controlling interests	**-**	-	**861**	(569)

(*) Balances for 2013 have been restated in accordance with CPC31 – Discontinued Operations (Note 24).

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Statements of changes in equity
Years ended December 31, 2014 and 2013
(In thousands of reais)

		Attributable to shareholders of the parent company											
					Income reserves (Note 15(e))								
	Note	Capital	Capital reserve	Revaluation reserves (Note 15(c))	Legal reserve	Statutory reserves	Treasury shares (Note 15(b))	Other comprehensive income	Proposed additional dividend	Retained earnings	Total	Non-controlling interests	Total equity
Balances at December 31, 2012		2,540,239	16,037,369	21,946	3,453	574,431	(484,620)	316,397	388,703	-	19,397,918	15,964	19,413,882
Exchange rate variation on foreign investment		-	-	-	-	-	-	431,530	-	-	431,530	-	431,530
Hedge of investment, net of taxes		-	-	-	-	-	-	(120,812)	-	-	(120,812)	-	(120,812)
Comprehensive income of foreign associate		-	-	-	-	-	-	51,234	-	-	51,234	-	51,234
Actuarial gains on post-retirement health care benefits		-	-	-	-	-	-	2,185	-	-	2,185	-	2,185
Mark-to-market of available-for-sale financial assets		-	-	-	-	-	-	(35)	-	-	(35)	-	(35)
Total comprehensive income		-	-	-	-	-	-	364,102	-	-	364,102	-	364,102
Effect on non-controlling interests		-	-	-	-	-	-	-	-	-	-	(732)	(732)
Realization of revaluation reserve - subsidiaries		-	-	(586)	-	-	-	-	-	586	-	-	-
Repurchase of shares	15(b)	-	-	-	-	-	(531,215)	-	-	-	(531,215)	-	(531,215)
Disposal of treasury shares – exercise of stock options	18(a)	-	(8,824)	-	-	-	60,809	-	-	-	51,985	-	51,985
Recognition of stock option plan	18(a)	-	28,136	-	-	-	-	-	-	-	28,136	-	28,136
Approval/payment of dividend	15(g)	-	-	-	-	-	-	-	(388,703)	-	(388,703)	-	(388,703)
Net income for the year		-	-	-	-	-	-	-	-	1,081,516	1,081,516	(569)	1,080,947
Destination of profit:													
Dividends	15(g)	-	-	-	-	-	-	-	145,703	(815,213)	(669,510)	-	(669,510)
Interest on equity	15(g)	-	-	-	-	-	-	-	-	(50,000)	(50,000)	-	(50,000)
Setting up of statutory reserves		-	-	-	-	216,889	-	-	-	(216,889)	-	-	-
Balances at December 31, 2013		2,540,239	16,056,681	21,360	3,453	791,320	(955,026)	680,499	145,703	-	19,284,229	14,663	19,298,892

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Statements of changes in equity (Continued)
Years ended December 31, 2014 and 2013
(In thousands of reais)

		Attributable to shareholders of the parent company											
					Income reserves (Note 15(e))								
	Note	Capital	Capital reserve	Revaluation reserves (Note 15(c))	Legal reserve	Statutory reserves	Treasury shares (Note 15(b))	Other comprehensive income	Proposed additional dividend	Retained earnings	Total	Non-controlling interests	Total equity
Exchange rate variation on foreign investment		-	-	-	-	-	-	**451,195**	-	-	**451,195**	-	**451,195**
Hedge of investment, net of taxes		-	-	-	-	-	-	**(126,669)**	-	-	**(126,669)**	-	**(126,669)**
Comprehensive income of foreign associate		-	-	-	-	-	-	**(785)**	-	-	**(785)**	-	**(785)**
Actuarial gains on post-retirement health care benefits		-	-	-	-	-	-	**467**	-	-	**467**	-	**467**
Mark-to-market of available-for-sale financial assets		-	-	-	-	-	-	**(2)**	-	-	**(2)**	-	**(2)**
Total comprehensive income		-	-	-	-	-	-	**324,206**	-	-	**324,206**	-	**324,206**
Effect on non-controlling interests		-	-	-	-	-	-	-	-	-	-	**(93)**	**(93)**
Realization of revaluation reserve - subsidiaries		-	-	**(586)**	-	-	-	-	-	**586**	-	-	-
Repurchase of shares	15(b)	-	-	-	-	-	**(937,600)**	-	-	-	**(937,600)**	-	**(937,600)**
Disposal of treasury shares – exercise of stock options	18(a)	-	**(5,339)**	-	-	-	**49,559**	-	-	-	**44,220**	-	**44,220**
Cancellation of treasury shares	15(b)	-	**(859,793)**	-	-	-	**859,793**	-	-	-	-	-	-
Recognition of stock option plan	18(a)	-	**28,805**	-	-	-	-	-	-	-	**28,805**	-	**28,805**
Discontinued operations – non-controlling interest	24	-	-	-	-	-	-	-	-	-	-	**(6,537)**	**(6,537)**
Approval/payment of dividend	15(g)	-	-	-	-	-	-	-	**(145,703)**	-	**(145,703)**	-	**(145,703)**
Net income for the period		-	-	-	-	-	-	-	-	**977,053**	**977,053**	**861**	**977,914**
Destination of profit:													
Dividends	15(g)	-	-	-	-	-	-	-	**185,941**	**(781,642)**	**(595,701)**	-	**(595,701)**
Setting up of statutory reserves		-	-	-	-	**195,997**	-	-	-	**(195,997)**	-	-	-
Balances at December 31, 2014		**2,540,239**	**15,220,354**	**20,774**	**3,453**	**987,317**	**(983,274)**	**1,004,705**	**185,941**	**-**	**18,979,509**	**8,894**	**18,988,403**

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Statements of cash flow
Years ended December 31, 2014 and 2013
(In thousands of reais)

	Note	BM&FBOVESPA		Consolidated	
		2014	2013(*)	2014	2013(*)
Cash flow from operating activities					
Net income for the year		**977,053**	1,081,516	**977,914**	1,080,947
Adjustments:					
Depreciation/amortization	8 e 9	**117,479**	117,924	**119,133**	119,534
Gain/loss on sale of property and equipment		**64**	432	**64**	432
Software and projects written off		**2,208**	-	**2,208**	-
Gain/loss on disposal of investment		**7,692**	388	**7,807**	349
Deferred income tax and social contribution	19	**556,800**	546,491	**556,800**	546,491
Equity pickup	7	**(226,926)**	(175,519)	**(212,160)**	(171,365)
Variation in non-controlling interests		**-**	-	**258**	(639)
Stock option plan expenses	18	**28,805**	28,136	**28,805**	28,136
Interest expenses		**96,923**	91,636	**96,923**	91,636
Provision for tax, civil and labor contingencies		**10,177**	20,063	**10,197**	20,065
Provision of impairment of receivables	5	**506**	1,628	**580**	1,628
Variation in financial investments and collateral for transactions		**240,483**	26,513	**323,842**	(83,322)
Variation in taxes recoverable and prepaid		**35,202**	124,909	**35,202**	124,909
Variation in accounts receivable		**(4,407)**	769	**(4,709)**	994
Variation in other receivables		**9,090**	2,205	**6,825**	559
Variation in prepaid expenses		**(17,370)**	4,380	**(17,374)**	4,405
Variation in judicial deposits		**(11,605)**	(10,755)	**(11,620)**	(10,843)
Variation in earnings and rights on securities in custody		**(3,636)**	5,950	**(3,636)**	5,950
Variation in suppliers		**29,467**	(23,654)	**21,556**	(15,088)
Variation in provision for taxes and contributions payable		**(639)**	(2,747)	**(412)**	(2,379)
Variation in income tax and social contribution		**-**	-	**696**	(1,131)
Variation in salaries and social charges		**(2,146)**	366	**(2,275)**	419
Variation in other liabilities		**491**	72,905	**(89,747)**	169,304
Variation in provision for tax, civil and labor contingencies		**4,113**	5,076	**4,482**	5,320
Variation in obligation with post-retirement health care benefit		**3,139**	1,717	**3,139**	1,717
Net cash from operating activities		**1,852,963**	1,920,329	**1,854,498**	1,918,028
Cash flow from investing activities					
Proceeds from sale of property and equipment	8	**1,172**	1,092	**1,305**	1,174
Payment for purchase of property and equipment	8	**(54,410)**	(128,860)	**(54,639)**	(129,044)
Dividends received	7	**167,752**	98,080	**164,802**	98,080
Purchase of software and projects	9	**(167,052)**	(216,849)	**(167,052)**	(216,849)
Cash impact from discontinued operations		**-**	-	**(13)**	-
Net cash used in investing activities		**(52,538)**	(246,537)	**(55,597)**	(246,639)
Cash flow from financing activities					
Disposal of treasury shares – stock options exercised	18	**44,220**	51,985	**44,220**	51,985
Repurchase of shares	15(b)	**(937,600)**	(531,215)	**(937,600)**	(531,215)
Changes in financing		**(244)**	(316)	**(244)**	(316)
Interest paid		**(90,433)**	(85,168)	**(90,433)**	(85,168)
Payment of dividends and interest on equity		**(741,145)**	(1,108,630)	**(741,145)**	(1,108,630)
Net cash used in financing activities		**(1,725,202)**	(1,673,344)	**(1,725,202)**	(1,673,344)
Net increase (decrease) in cash and cash equivalents		**75,223**	448	**73,699**	(1,955)
Balance of cash and cash equivalents at beginning of year	4	**36,774**	36,326	**41,687**	43,642
Balance of cash and cash equivalents at end of year	4	**111,997**	36,774	**115,386**	41,687

(*) Balances for 2013 have been restated in accordance with CPC31 – Discontinued Operations (Note 24).

BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros

Statements of value added
Years ended December 31, 2014 and 2013
(In thousands of reais)

	Note	BM&FBOVESPA		Consolidated	
		2014	2013(*)	2014	2013(*)
1- Revenues	20	**2,208,569**	2,334,355	**2,246,452**	2,364,956
Trading, clearing and settlement system		**1,843,969**	1,940,508	**1,843,950**	1,940,508
Other revenues		**364,600**	393,847	**402,502**	424,448
2 – Goods and services acquired from third parties		**262,776**	244,621	**266,253**	255,353
Expenses (a)		**262,776**	244,621	**266,253**	255,353
3 - Gross value added (1-2)		**1,945,793**	2,089,734	**1,980,199**	2,109,603
4 - Retentions		**117,479**	117,924	**119,133**	119,534
Depreciation and amortization	8 e 9	**117,479**	117,924	**119,133**	119,534
5 – Net value added produced by the Company (3-4)		**1,828,314**	1,971,810	**1,861,066**	1,990,069
6 – Value added transferred from others		**585,385**	472,006	**573,921**	470,233
Equity pickup	7	**226,926**	175,519	**212,160**	171,365
Financial income	22	**358,459**	296,487	**361,761**	298,868
7 - Total value added to be distributed (5+6)		**2,413,699**	2,443,816	**2,434,987**	2,460,302
8 – Distribution of value added		**2,413,699**	2,443,816	**2,434,987**	2,460,302
Personnel and related charges		**342,333**	341,772	**354,411**	352,017
Board and committee members' compensation		**8,683**	8,078	**8,683**	8,078
Taxes, charges and contributions (b)					
Federal		**895,732**	864,856	**902,104**	870,022
Municipal		**29,813**	30,076	**30,464**	30,716
Financial expenses	22	**152,393**	117,130	**153,604**	118,173
Interest on equity and dividends		**781,642**	865,213	**781,642**	865,213
Setting up of statutory reserves		**195,411**	216,303	**196,272**	215,734
Discontinued operation (Note 24)		**7,692**	388	**7,807**	349

(*) Balances for 2013 have been restated in accordance with CPC31 – Discontinued Operations (Note 24).

(a) Expenses (excludes personnel, board and committee members' compensation, depreciation and taxes).
(b) Includes: Taxes, PIS and COFINS, taxes on services, current and deferred income tax and social contribution.

1. Operations

BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (BM&FBOVESPA) is a publicly-traded corporation headquartered in the city of São Paulo and whose objective is to carry out or invest in companies engaged in the following activities:

- Management of organized securities markets, promoting the organization, operation and development of free and open markets for the trading of any types of securities or contracts, that have as reference or objective financial assets, indices, indicators, rates, goods, currencies, energy, transportation, commodities and other assets or rights directly or indirectly related thereto, for spot or future settlement;
- Maintenance of appropriate environments or systems for carrying out purchases, sales, auctions and special operations involving securities, notes, rights and assets, in the stock exchange market and in the organized over-the-counter market;
- Rendering services of registration, clearing and settlement, both physical and financial, internally or through a company especially incorporated for this purpose, assuming or not the position of central counterparty and guarantor of the definite settlement, under the terms of applicable legislation and its own regulations;
- Rendering services of central depository and custody of fungible and non-fungible goods, marketable securities and any other physical and financial assets;
- Providing services of standardization, classification, analysis, quotations, statistics, professional education, preparation of studies, publications, information, libraries and software on matters of interest to BM&FBOVESPA and the participants in the markets directly or indirectly managed by it;
- Providing technical, administrative and managerial support for market development, as well as carrying out educational, promotional and publishing activities related to its objective and to the markets managed by it;
- Performance of other similar or related activities authorized by the Brazilian Securities Commission (CVM); and
- Investment in the capital of other companies or associations, headquartered in Brazil or abroad, as a partner, shareholder or member pursuant to the pertinent regulations.

BM&FBOVESPA organizes, develops and provides for the operation of free and open securities markets, for spot and future settlement. Its activities are carried out through its trading systems and clearinghouses, and include transactions with securities, interbank foreign exchange and securities under custody in the Special System for Settlement and Custody (SELIC).

1. **Operations** (Continued)

BM&FBOVESPA develops technology solutions and maintains high performance systems, providing its customers with security, agility, innovation and cost effectiveness. The success of its activities depends on the ongoing improvement, enhancement and integration of its trading and settlement platforms and its ability to develop and license leading-edge technologies required for the good performance of its operations.

With the objective of responding to the needs of customers and the specific requirements of the market, its wholly-owned subsidiary Banco BM&FBOVESPA de Serviços de Liquidação e Custódia S.A. provides its members and its clearinghouses with a centralized custody service for the assets pledged as margin for transactions.

The subsidiaries BM&FBOVESPA (UK) Ltd. located in London and BM&F (USA) Inc., located in the city of New York, USA, and a representative office in Shanghai, China, represent BM&FBOVESPA abroad through relationships with other exchanges and regulators, as well as assisting in the procurement of new clients for the market.

2. Preparation and presentation of financial statements

These financial statements were approved by the Board of Directors of BM&FBOVESPA on February 10, 2015.

The financial statements have been prepared and are being presented in accordance with accounting practices adopted in Brazil.

a) Consolidated financial statements

The consolidated financial statements were prepared based on international accounting standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), implemented in Brazil by the Brazilian Accounting Pronouncements Committee (CPC) and through its technical interpretations (ICPC) and guidelines (OCPC), approved by the Brazilian Securities Commission (CVM).

2. Preparation and presentation of financial statements (Continued)

a) Consolidated financial statements (Continued)

The consolidated financial statements include the balances of BM&FBOVESPA and its subsidiaries, as well as special purpose entities comprising investment funds, as follows:

	Ownership %	
Subsidiaries and controlled entities	**2014**	**2013**
Banco BM&FBOVESPA de Serviços de Liquidação e Custódia S.A. ("Banco BM&FBOVESPA")	**100.00**	100.00
Bolsa Brasileira de Mercadorias (1)	**-**	53.28
Bolsa de Valores do Rio de Janeiro - BVRJ ("BVRJ")	**86.95**	86.95
BM&F (USA) Inc.	**100.00**	100.00
BM&FBOVESPA (UK) Ltd.	**100.00**	100.00

Exclusive investment funds:

Bradesco Fundo de Investimento Renda Fixa Letters
BB Pau Brasil Fundo de Investimento Renda Fixa
HSBC Fundo de Investimento Renda Fixa Longo Prazo Eucalipto

(1) Discontinued operation (Note 24)

b) Individual financial statements

The individual financial statements have been prepared in accordance with accounting practices adopted in Brazil, which comprise the provisions contained in the Brazilian Corporate Law (Law No. 6404/76) and embodies the changes introduced through Laws 11.638/07 and 11.941/09, and the pronouncements, interpretations and guidelines of the Brazilian Accounting Pronouncements Committee (CPC), approved by the Brazilian Securities Commission (CVM). Until December 31, 2013, such practices differed from IFRS applicable to individual financial statements solely as regards to assessment of investments in subsidiaries and associates under the equity method. IFRS required evaluation of these investments by their fair value or their cost value.

Upon issuance of IAS 27 (Separate Financial Statements) reviewed by IASB in 2014, the individual financial statements issued under IFRS allow the use of the equity method for assessment of investments in subsidiaries and associates. In December 2014, CVM issued Rule No. 733/2014, which approved the Technical Pronouncement Review Document No. 07 referring to CPC Pronouncements CPC 18, CPC 35 and CPC 37 issued by the Brazilian Accounting Pronouncements Committee (CPC), and incorporated the referred to IAS 27 review, allowing the adoption thereof as from the year ended December 31, 2014. Consequently, the individual financial statements are in accordance with the IFRS as from that year.

3. Significant accounting practices

a) Consolidation

The following accounting practices are applied in preparing the consolidated financial statements.

Subsidiaries

Subsidiaries are fully consolidated from the date on which control is transferred to BM&FBOVESPA. Consolidation is discontinued from the date on which control ends.

Intercompany transactions, balances and unrealized gains on transactions between companies included in the consolidation are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred. The accounting practices of subsidiaries are altered where necessary to ensure consistency with the practices adopted by BM&FBOVESPA.

Associates

Investments in associates are recorded using the equity method and are initially recognized at cost. BM&FBOVESPA's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment.

BM&FBOVESPA applies the equity method to assess investments in companies capable of causing a significant impact. BM&FBOVESPA's judgment as regards the level of influence on investments takes into consideration key factors, such as ownership interest percentage, representation by the Board of Directors, participation in the definition of policies and businesses and material intercompany transactions. For the investment in CME Group, the corresponding financial statements originally prepared pursuant to the United States accounting standards (USGAAP) are adjusted to the accounting standards effective in Brazil before calculation of the referred to equity pickup.

3. Significant accounting practices (Continued)

b) Revenue recognition

Revenues from the rendering of services and from trading and settlement systems are recognized upon the completion of the transactions, under the accrual method of accounting. The amounts received as annual fees, as in the cases of listing of securities and certain contracts for sale of market information, are recognized pro rata monthly over the contractual term.

c) Cash and cash equivalents

The balances of cash and cash equivalents for cash flow statement purposes comprise cash and bank deposits.

d) Financial instruments

(i) *Classification and measurement*

BM&FBOVESPA initially classifies its financial assets, depending on the purpose of the asset acquisition, into the following categories: at fair value through profit or loss, loans and receivables and available for sale.

Financial assets measured at fair value through profit or loss

Financial assets measured at fair value through profit or loss are financial assets held for active and frequent trading or assets designated by the entity on initial recognition. Gains or losses arising from the changes in fair value of financial instruments are recorded in the statement of income in “Financial results” for the period in which they occur.

Receivables

This category includes non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The receivables of BM&FBOVESPA mostly comprise customer receivables. Loans and receivables are recorded at amortized cost using the effective interest rate method less any impairment losses.

3. Significant accounting practices (Continued)

d) Financial instruments (Continued)

(i) *Classification and measurement* (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives which are classified in this category or not classified in any other. Available-for-sale financial assets are recorded at fair value. Interest on available-for-sale securities, calculated using the effective interest rate method, is recognized in the statement of income as finance income. The amount relating to the changes in fair value is record in comprehensive income, net of taxes, and is transferred to the statement of income when the asset is sold or becomes impaired.

(ii) *Derivative instruments*

Initially, derivatives are recognized at fair value, with the subsequent changes in fair value recognized in the income statement.

(iii) *Hedge of net investments*

Any gain or loss in the hedge instrument related to the effective portion is recognized in other comprehensive income, net of tax effects. The gain or loss related to the ineffective portion is recognized immediately in the income statement.

Any cumulative gains and losses in equity are transferred to the income statement when the hedged operation is partially disposed of or sold.

3. Significant accounting practices (Continued)

d) Financial instruments (Continued)

(iv) *Cash flow hedge – Firm commitment*

Any gain or loss in the hedge instrument related to the effective portion is recognized under equity, in "Other comprehensive income", net of tax effects. Consequently, the exchange variation in cash and cash equivalents in foreign currency, previously recognized in financial result prior to its recognition as a hedge instrument, accumulates in equity and is transferred to income/loss for the same period and the same account group under which the hedged transaction is recognized. When the hedged transaction implies recognition of a non-financial asset, gains and losses recognized in equity are transferred and included in the initial measurement of the asset cost. The non-effective portion of the hedge is immediately recognized in the income statement.

(v) *Hedge effectiveness analysis*

BM&FBOVESPA adopts the Dollar offset method as the methodology for retrospective effectiveness test on a cumulative and spot basis. For prospective analysis, BM&FBOVESPA uses stress scenarios applied to the range of 80% to 125%.

e) Accounts receivable, other receivables and provision for impairment of receivables

Trade receivables are initially recognized at transaction value and adjusted for a provision of impairment of receivables, if necessary.

f) Noncurrent assets held for sale and discontinued operations

Assets of the disposal group are classified as held for sale when their carrying value is recoverable, particularly in the case of a sale and when the completion of such sale is practically certain. These assets are measured at the lower of the carrying amount and the fair value less costs to sell.

Discontinued operations related to components derecognized or classified as held for sale are disclosed in the financial statements separately from the other BM&FBOVESPA's operations.

3. Significant accounting practices (Continued)

f) Noncurrent assets held for sale and discontinued operations (Continued)

In the income statements, revenue and expenses from discontinued operations, and gains and losses from derecognition of assets held for sale are presented under one single account, "Gains/Losses from Discontinued Operations", net of income and social contribution tax effects. Details on the referred to discontinued operations are described in Note 24.

g) Intangible assets

Goodwill

The goodwill recorded in intangible assets arises from acquisitions conducted by BM&FBOVESPA and is stated at cost less accumulated impairment losses. Recognized impairment losses on goodwill are not subsequently reversed.

Software and projects

Software licenses acquired are capitalized based on incurred costs and amortized over their estimated useful life, at the rates mentioned in Note 9.

Expenses associated with the development or maintenance of software are recognized as expenses as incurred. Expenditures directly associated with the development of identifiable and unique software, controlled by BM&FBOVESPA and which will probably generate economic benefits greater than the costs for more than one year, are recognized as intangible assets.

Amortization expense is recognized in the income statement unless it is included in the carrying amount of another asset. In such cases, amortization of intangible assets used for development activities is included as part of the cost of another intangible asset.

Expenditures for development of software recognized as assets are amortized using the straight-line method over the assets' useful lives, at the rates described in Note 9.

3. Significant accounting practices (Continued)

h) Property and equipment

These are recorded at the cost of acquisition or construction less accumulated depreciation. Depreciation is calculated under the straight-line method and takes into consideration the estimated useful lives of the assets and their residual value. At the end of each year, the residual values and useful lives of assets are reviewed and adjusted if necessary.

Subsequent costs are included in the carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits will be obtained and the cost of the item can be measured reliably. All other repair and maintenance costs are recorded in the income statement, as incurred.

Depreciation expense is recognized in the income statement unless it is included in the carrying amount of another asset. Depreciation of fixed assets used for development activities is included as part of the cost of the related intangible asset.

i) Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits

The recognition, measurement, and disclosure of provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits comply with the criteria defined in CPC 25/IAS 37.

j) Judicial deposits

Judicial deposits are related to tax, civil and labor contingencies and are adjusted for inflation and presented in noncurrent assets.

k) Collateral for transactions

Comprises amounts received from market participants as collateral for default or insolvency. Amounts received in cash are recorded as liabilities and other collaterals are managed off-balance sheet. Both types of collateral received are not subject to interest or any other charges.

3. Significant accounting practices (Continued)

l) Other assets and liabilities

These are stated at their known and realizable/settlement amounts plus, where applicable, related earnings and charges and monetary and/or exchange rate variations up to the balance sheet date.

m) Impairment of assets

Assets that have an indefinite life, such as goodwill, are not subject to amortization and are tested annually for impairment, and indications of possible impairment are reassessed in shorter periods. The assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognized at the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and its value in use.

For purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash-Generating Units (CGU)). Non-financial assets other than goodwill that suffered impairment are reviewed subsequently for possible reversal of the impairment at each reporting date.

n) Employee benefits

(i) *Pension obligations*

BM&FBOVESPA maintains a defined contribution retirement plan with voluntary participation open to all employees. The Company has no obligations to make additional payments as a sponsor. The regular contributions are included in personnel costs in the period they are due.

3. Significant accounting practices (Continued)

n) Employee benefits (Continued)

(ii) *Share-based remuneration (stock options)*

BM&FBOVESPA maintains a long-term remuneration plan, structured by options granted to purchase the Company's shares under the Stock Option Plan. The objective is to give the employees of BM&FBOVESPA and its subsidiaries the opportunity to become shareholders of BM&FBOVESPA, obtaining a greater alignment between its interests and the shareholders' interests as well as allow BM&FBOVESPA and its subsidiaries to attract and retain their management and employees. The fair value of options granted is recognized as an expense during the vesting period (the period during which the specific vesting conditions must be met). At the balance sheet date, BM&FBOVESPA reviews its estimates of the number of options that will vest based on the established conditions. BM&FBOVESPA recognizes the impact of any changes to the original estimates, if any, in the income statement, against a capital reserve in equity.

On May 13, 2014, the Special Shareholders' Meeting approved the amendments to the articles of incorporation whereby setting up of a stock granting plan was authorized, additionally to the stock option plan. Such plan will have an impact on net income as from 2015.

(iii) *Profit sharing*

BM&FBOVESPA has semi-annual variable remuneration, organized and paid in cash through the Profit Sharing Program. The program defines the potential multiple of monthly salary, based on individual performance indicators, which consider factors specific to each function (job level), and indicators of the overall performance of BM&FBOVESPA. The provision for such profit sharing program is recognized in income on an accrual basis.

3. Significant accounting practices (Continued)

n) Employee benefits (Continued)

(iv) *Other post-employment obligations*

BM&FBOVESPA offers post-retirement healthcare benefit to the employees who have acquired this right until May 2009. The right to this benefit is conditional on the employee remaining with the Company until the retirement age and completing a minimum service period. The expected costs of these benefits are accumulated over the period of employment or the period in which the benefit is expected to be earned, using the actuarial methodology which considers life expectancy of the group in question, increase in costs due to the age and medical inflation, inflation and discount rate. The contributions that participants make according to the specific rule of the Health Care Plan are deducted from these costs. The actuarial gains and losses on the health care plan for retirees are recognized in the income statement in accordance with the rules of IAS 19 and CPC 33 - Employee Benefits, based on actuarial calculation prepared by an independent actuary, according to Note 18(c).

o) Borrowing and financing

Borrowing and financing are measured initially at fair value, less transaction costs incurred, and are subsequently carried at amortized cost. Any difference between the funds raised (net of transaction costs) and the amount repayable is recognized in the income statement over the period of the loans, using the effective interest rate method.

p) Foreign currency translation

The items included in the financial statements for each of the consolidated companies of BM&FBOVESPA are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Brazilian reais, which is the functional currency of BM&FBOVESPA.

Transactions in foreign currencies are translated into Brazilian reais using the exchange rates prevailing on the dates of the transactions or the date of evaluation when items are remeasured. The foreign exchange gains and losses arising from the settlement of these transactions and from the translation, at the exchange rates at the end of the year/period, of monetary assets and liabilities in foreign currencies, are recognized in the income statement, except when deferred in other comprehensive income relating to a hedge of a foreign investment.

3. Significant accounting practices (Continued)

p) Foreign currency translation (Continued)

Exchange differences on the investments in foreign operations, which have a functional currency different from that of BM&FBOVESPA, are recorded under “Equity adjustments” in other comprehensive income, and are only taken to the income statement for the period when the investment is sold or written off.

q) Taxes

BM&FBOVESPA is a for-profit business corporation and accordingly its results are subject to certain taxes and contributions.

(i) *Current and deferred income tax and social contribution*

Current and deferred income and social contribution taxes for the year are calculated at 15%, plus a 10% surtax on taxable profit exceeding R$240 for income tax, and 9% (15% for Banco BM&FBOVESPA) on taxable income for social contribution tax on net profit, and take into account the offset of income and social contribution tax losses, if any, limited to 30% of taxable profit.

Deferred income and social contribution taxes are calculated on respective tax losses, and temporary differences between the tax base on assets and liabilities and their carrying amounts contained in the financial statements.

Deferred tax assets are recognized to the extent that it is probable that there will be future taxable profit available to offset temporary differences and/or tax losses.

The Rio de Janeiro Stock Exchange (BVRJ) is a not-for-profit entity and, therefore, exempt from income tax and social contribution tax.

3. Significant accounting practices (Continued)

q) Taxes (Continued)

(ii) *Other taxes*

The other taxes charged over trading, clearing and settlement fees and other services were calculated at the rates of 1.65% for PIS and 7.60% for COFINS, and are deducted in P&L under "Revenues".

Banco BM&FBOVESPA calculates PIS and COFINS at the rates of 0.65% and 4%, respectively.

The Rio de Janeiro Stock Exchange (BVRJ) pays PIS at the rate of 1% on payroll.

BM&FBOVESPA and its subsidiaries pay Service Tax (ISS) on the services rendered at rates ranging from 2% to 5% depending on the nature of the service.

r) Earnings per share

For purposes of disclosure of earnings per share, basic earnings per share are calculated by dividing the profit attributable to shareholders of BM&FBOVESPA by the average number of shares outstanding during the period. Diluted earnings per share are calculated similarly, except that the quantity of outstanding shares is adjusted to reflect the additional shares that would have been outstanding if potentially dilutive shares had been issued for granted stock options (Note 15(h)).

s) Distribution of dividends and interest on equity

The distribution of dividends and interest on equity to shareholders of BM&FBOVESPA is recognized as a liability in the quarterly information at the end of the period, based on the BM&FBOVESPA's Articles of Incorporation. Any amount above the mandatory minimum dividend is accrued only on the date it is approved by the shareholders at an Annual General Meeting. The tax benefit over the interest on equity is recorded in the income statement.

3. Significant accounting practices (Continued)

t) Segment information

Operating segments are presented in a manner consistent with the internal reports provided to the Executive Board, which is responsible for making the main operational and strategic decisions of BM&FBOVESPA and for implementing the strategies defined by the Board of Directors.

u) Significant accounting estimates and judgments

Preparation of financial statements requires use of certain significant accounting estimates, as well as use of judgment by management in the process of applying the accounting policies of BM&FBOVESPA. Those more complex areas which require higher degree of judgment, as well as those where the assumptions and estimates are significant for the financial statements, are the following:

- Equity pickup – Note 3(a),
- Impairment of assets – Notes 3(m) and 9,
- Classification of financial instruments – Note 3(d),
- Stock option plan – Note 3(n),
- Post-retirement health care plan – Note 18(c),
- Provisions for tax, civil and labor contingencies, contingent assets and liabilities (Note 14).

v) Recently issued accounting standards applicable in future periods

The following standards were issued by the IASB and are mandatory for subsequent financial years, with no early adoption by BM&FBOVESPA. The adoption will occur after the issuance of technical pronouncements by CPC and approval by the Brazilian Securities Commission (CVM). Management is assessing the potential impacts from these standards on the financial statements:

- IFRS 15 – Revenue from Contracts with Customers – Issued in May 2014, and effective on or after January 1, 2017. IFRS 15 replaces the current rules IAS 11 – Construction Contracts and IAS 18 – Revenue, and establishes the principles for measurement, recognition and disclosure of revenue.

3. Significant accounting practices (Continued)

v) Recently issued accounting standards applicable in future periods (Continued)

- IFRS 9 – Financial Instruments – The final version was issued in July 2014, and will be effective on and after January 1, 2018. It replaces IAS 39 – Financial Instruments: Recognition and Measurement and the previous versions of IFRS 9. IFRS 9 establishes new requirements for classification and measurement, impairment and hedge accounting of financial instruments.

w) Current and noncurrent assets and liabilities

Assets and liabilities are classified as current whenever their realization or settlement term is one year or less (or another term that follows the normal cycle of BM&FBOVESPA). They are otherwise stated as noncurrent.

4. Cash and cash equivalents and financial investments

a) Cash and cash equivalents

	BM&FBOVESPA	
Description	**2014**	**2013**
Cash and bank deposits in local currency	**98**	267
Bank deposits in foreign currency	**111,899**	36,507
Cash and cash equivalents	**111,997**	36,774
Bank deposits in foreign currency – Third-party funds (1)	**385,149**	1,154,902
Total cash and banks	**497,146**	1,191,676

	Consolidated	
Description	**2014**	**2013**
Cash and bank deposits in local currency	**236**	417
Bank deposits in foreign currency	**115,150**	41,270
Cash and cash equivalents	**115,386**	41,687
Bank deposits in foreign currency – Third-party funds (1)	**385,149**	1,154,902
Total cash and cash equivalents	**500,535**	1,196,589

(1) Third-party funds restricted to full settlement of the exchange transaction (Exchange clearing).

Cash and cash equivalents are held with top-tier financial institutions in Brazil or abroad. Deposits in foreign currency are primarily in US dollars.

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments

The breakdown of financial investments by category, nature and maturity is as follows:

	BM&FBOVESPA						
Description	**Without maturity**	**Up to 3 months**	**More than 3 months and up to 12 months**	**More than 12 months and up to 5 years**	**More than 5 years**	**2014**	**2013**
Financial assets measured at fair value through profit or loss							
Financial investment fund (1)	1,910,788	-	-	-	-	**1,910,788**	2,347,806
Interest-bearing account - foreign deposits	33,827	-	-	**-**	-	**33,827**	21,849
Repurchase agreements (2)	-	77	-	**-**	-	**77**	6,919
Federal government securities							
Financial Treasury Bills (LFT)	-	1,687	7,511	570,333	410,887	**990,418**	836,379
National Treasury Bills (LTN)	-	54,976	-	14	-	**54,990**	20
National Treasury Notes (NTN)	-	-	51	-	-	**51**	48
Other investments (3)	10,182	-	-	-	-	**10,182**	9,096
Total financial investments	**1,954,797**	**56,740**	**7,562**	**570,347**	**410,887**	**3,000,333**	3,222,117
Short-term						**2,019,099**	2,784,750
Long-term						**981,234**	437,367

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments (Continued)

	Consolidated						
Description	**Without maturity**	**Up to 3 months**	**More than 3 months and up to 12 months**	**More than 12 months and up to 5 years**	**More than 5 years**	**2014**	**2013**
Financial assets measured at fair value through profit or loss							
Financial investment fund (4)	100,244	-	-	-	**-**	**100,244**	223,256
Interest-bearing account - foreign deposits	35,085	-	-	**-**	**-**	**35,085**	23,038
Repurchase agreements (2)	-	1,666,721	9,899	-	**-**	**1,676,620**	2,051,569
Federal government securities							
Financial Treasury Bills (LFT)	-	2,733	53,881	678,168	413,103	**1,147,885**	1,173,676
National Treasury Bills (LTN)	-	59,974	-	260,445	-	**320,419**	122,753
National Treasury Notes (NTN)	-	-	51	-	-	**51**	48
Other investments (3)	10,185	-	-	-	-	**10,185**	9,099
	145,514	1,729,428	63,831	938,613	413,103	**3,290,489**	3,603,439
Financial assets available for sale							
Federal government securities							
Financial Treasury Bills (LFT)	-	14,990	7,328	23,842	16,709	**62,869**	70,269
National Treasury Bills (LTN)	-	1,108	-	170	-	**1,278**	188
National Treasury Notes (NTN)	-	-	30	290	36	**356**	275
	-	16,098	7,358	24,302	16,745	**64,503**	70,732
Total financial investments	**145,514**	**1,745,526**	**71,189**	**962,915**	**429,848**	**3,354,992**	3,674,171
Short-term						**1,962,229**	2,853,393
Ling-term						**1,392,763**	820,778

(1) Refers to investments in financial investment funds, whose portfolios mainly comprise investments in government securities and repurchase agreements that have the CDI (Interbank Deposit Certificate rate) as their profitability benchmark. The consolidated balances of investment funds are presented according to the nature and maturity of the portfolio in proportion of the net assets invested.

The net assets of the investment funds included in the consolidation of the financial statements are: (i) Bradesco FI Renda Fixa Letters – R$1,353,384 (2013 - R$1,529,024); (ii) BB Pau Brasil FI Renda Fixa – R$333,182 (2013 - R$340,641); (iii) HSBC FI Renda Fixa Longo Prazo Eucalipto – R$123,976 (2013 - R$254,933).

(2) Issued by top-tier banks and backed by government securities.

(3) Refers mainly to investments in gold.

(4) The primary non-exclusive investment funds are: (i) Bradesco Empresas FICFI Referenciado DI Federal, of R$45,020 (2013 - R$62,432); (ii) Araucária Renda Fixa FI - R$874 (2013 - R$101,031); (iii) Santander Fundo de Investimento Cedro Renda Fixa - R$54,333; and (iv) FI Jacarandá Renda Fixa - R$59,722 at December 31, 2013.

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments (Continued)

The government securities are held in the custody of the Special System for Settlement and Custody (SELIC), the investment fund shares are held in the custody of their respective administrators and the shares are in the custody of BM&FBOVESPA's Equity and Corporate Debt Clearinghouse.

There was no reclassification of financial instruments between categories in the year. Management periodically monitors its outstanding positions and possible risks of impairment of its financial assets. Therefore, based on the nature of these assets (mostly highly-liquid government securities), BM&FBOVESPA has no significant impairment history.

The carrying amount of financial assets is reduced directly for impairment impacting P&L for the period. Subsequent recoveries of amounts previously written off are recognized in P&L for the period.

Fair value

BM&FBOVESPA applies CPC 40/IFRS 7 for financial instruments measured at fair value, which requires disclosure of fair value measurements by level of the hierarchy specified therein.

The fair value of the main financial instruments is calculated as follows:

Financial investment funds - the fair value is determined based on the value of the unit on the last business day prior to the balance sheet date, as disclosed by the corresponding fund administrator.

Government securities – valued based on the amounts and prices disclosed by the Brazilian Financial and Capital Markets Association (ANBIMA) or, when these are unavailable, on the price determined by management which best reflects the sales value, determined based on information obtained from other institutions.

Repurchase agreements - valued daily in accordance with the market price of the security.

Financial assets measured at fair value through profit or loss, available for sale and derivative financial instruments are classified as level 1, i.e. they have quoted prices (unadjusted) in active markets.

During the year no *impairment* was recorded for the available-for-sale financial instruments.

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments (Continued)

Derivative financial instruments

Derivative financial instruments comprise future interest rate contracts (DI1) stated at their market values. These contracts are included in the exclusive fund portfolios which were consolidated (Note 2(a)) and are used to cover fixed interest rate exposures, swapping fixed interest rate for floating interest rate (CDI). The net result between the derivative transactions and the related financial instrument refers to the short position in future interest rate contracts, with market value of R$4,927 (2013 - R$16,528). DI1 contracts have the same maturity dates as the fixed interest rate contracts to which they relate.

Financial risk management policy

BM&FBOVESPA's policy for cash investments favors alternatives with very low risk, highly liquid and with sovereign risk, whose overall performance is tied to the SELIC / CDI rate, resulting in a significant proportion of government securities in its portfolio, purchased directly, via repurchase agreements backed by government securities and also through exclusive and non-exclusive funds.

Sensitivity analysis

The table below presents the net exposure of all financial instruments (assets and liabilities) by market risk factors, classified in accordance with their rates:

Exposure to Risk Factors (Consolidated)

Risk factor	Risk	2014 Percentage	2013 Percentage
Floating interest rate	Lower CDI / Selic rate	**96.51%**	97.53%
Fixed interest rate	Higher fixed rate	**1.82%**	0.45%
Currency risk	Appreciation of real x foreign currency	**1.36%**	1.77%
Gold	Lower gold price	**0.30%**	0.24%
Inflation	Lower inflation rate	**0.01%**	0.01%
		100.00%	100.00%

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments (Continued)

Interest rate risk

This risk arises from the possibility that fluctuations in future interest rates for the corresponding maturities could affect the fair value of BM&FBOVESPA's transactions.

Floating-rate position

As a financial investment policy and considering the need for immediate liquidity with the least possible impact from interest rate fluctuations, BM&FBOVESPA maintains its financial assets and liabilities primarily indexed to floating interest rates.

We present in the table below the possible impacts on profit or loss of a change of 25% and 50% from the probable scenario for the CDI/Selic rate, for the next three months.

		Impact on financial result				
	Risk factor	**Scenario -50%**	**Scenario -25%**	**Scenario Probable**	**Scenario 25%**	**Scenario 50%**
Financial investments	CDI/Selic	43,011	63,826	84,211	104,188	123,771
Index rates	CDI/Selic	6.07%	9.11%	12.15%	15.18%	18.22%

(*) CDI/SELIC indexes were calculated based on future interest rates for the next three months.

Fixed-rate position

Part of BM&FBOVESPA's financial investments bears fixed interest rates, resulting in a net exposure to such rates. However, in terms of percentage, in view of the amounts involved, the effects on the portfolio are not considered material.

Currency risk

This risk arises from the possibility of fluctuations in exchange rates in connection with the acquisition of inputs, product sales and asset and liability financial instruments could have an impact on the related amounts in local currency.

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments (Continued)

Currency risk (Continued)

In addition to the amounts payable and receivable in foreign currencies, including interest payments on the senior unsecured notes in the next six-month period, BM&FBOVESPA has third-party deposits in foreign currency to guarantee the settlement of transactions by foreign investors and also own funds in foreign currency abroad. At December 31, 2014, the net foreign currency exposure amounted to negative R$10,251 (2013 - negative R$64,049). In view of the amounts involved, the effects on the portfolio are not considered material.

Liquidity risk

The following table shows the main financial liabilities of BM&FBOVESPA by maturity, represented by non-derivative financial liabilities, on an undiscounted cash flows basis:

	No maturity	Within 1 year	From 1 to 2 years	From 2 to 5 years	Above 5 years
Collateral for transactions	1,321,935				
Debt issued abroad (1)		90,649	90,898	271,948	1,719,472

(1) Amounts converted by PTAX sale closing rate.

Credit risk and capital management

BM&FBOVESPA prefers very low risk investments, where more than 99% of the allocation of assets is linked to government securities with *ratings* set by Standard & Poor's and Moody's of "BBB-" and "Baa2", respectively, for long-term issues in local currency and characterized as investment grade, in order to obtain high liquidity and sovereign risk, with overall performance linked to the CDI/Selic rate.

The issue of Senior Notes (Note 12) was linked to increasing our equity interest in CME in July 2010 and the creation of a strategic partnership between the companies. In addition, it serves as a natural *hedge* for the USD exposure generated by the increased investment in CME Group.

4. Cash and cash equivalents and financial investments (Continued)

b) Financial investments (Continued)

Cash flow hedge

As from April 2014, BM&FBOVESPA has allocated part of its cash in foreign currency to cover foreign exchange impacts of certain firm commitments in foreign currency (cash flow hedge), in accordance with IAS 39/CPC 38.The cash flows, the hedged items, realized throughout 2014, regardless of the terms of the agreements exceeded that date.

During the year, an amount totaling R$1,433 was transferred from “Other comprehensive income” to Income or loss and R$149, referring to payment cash flows hedged as from April 2014, was transferred to non-financial assets. Also in that year, an amount totaling R$1,517 was not considered for cash flow hedging purposes due to the review of firm contracts, and such amount was transferred from “Other comprehensive income” to Financial income.

5. Accounts receivable

The breakdown of accounts receivable is as follows:

Description	BM&FBOVESPA	
	2014	**2013**
Fees	**10,487**	10,972
Annual fees	**2,684**	5,485
Vendors - Signal broadcasting	**11,433**	11,620
Trustee and custodial fees	**27,251**	23,592
Other accounts receivable	**9,049**	8,704
Subtotal	**60,904**	60,373
Allowance for doubtful accounts	**(4,307)**	(7,677)
Total	**56,597**	52,696

5. Accounts receivable (Continued)

Description	Consolidated	
	2014	**2013**
Fees	**10,487**	12,287
Annual fees	**2,684**	5,485
Vendors - Signal broadcasting	**11,433**	11,620
Trustee and custodial fees	**27,251**	23,592
Other accounts receivable	**10,023**	9,172
Subtotal	**61,878**	62,156
Allowance for doubtful accounts	**(4,307)**	(7,929)
Total	**57,571**	54,227

The amounts presented above are primarily denominated in Brazilian reais and approximately 90% falls due within 90 days. At December 31, 2014, the amounts overdue above 90 days totaled R$4,281 (R$7,682 at December 31, 2013) in BM&FBOVESPA.

The provisioning methodology, as approved by management, is based on the analysis of historical losses. Therefore, a provision is estimated based on historical loss experience for established thresholds (i.e. a specific number of days past due) as a percentage of past-due amounts so as to reflect expected future losses.

Changes in provision for losses:

	BM&FBOVESPA	**Consolidated**
Balances at December 31, 2012	6,686	6,875
Additions	1,872	1,982
Reversals	(244)	(283)
Write-offs	(637)	(645)
Balances at December 31, 2013	**7,677**	**7,929**
Additions	**854**	**854**
Reversals	**(349)**	**(349)**
Write-offs	**(3,875)**	**(3,875)**
Discontinued operations (Note 24)	**-**	**(252)**
Balances at December 31, 2014	**4,307**	**4,307**

6. Other receivables

Other receivables comprise the following:

	BM&FBOVESPA	
	2014	**2013**
Current assets		
Dividends receivable - CME Group (Note 16)	**61,635**	71,878
Receivables - related parties (Note 16)	**3,679**	3,307
Properties held for sale	**3,812**	3,812
Advance to employees	**2,566**	1,814
Other	**107**	78
Total	**71,799**	80,889

	Consolidated	
	2014	**2013**
Current assets		
Dividends receivable - CME Group (Note 16)	**61,635**	71,878
Receivables - related parties (Note 16)	**261**	285
Properties held for sale	**3,812**	3,812
Advance to employees	**2,566**	1,841
FX transactions (Banco BM&FBOVESPA)	**2,127**	-
Other	**1,918**	1,456
Total	**72,319**	79,272
Noncurrent assets		
Brokers in court-ordered liquidation (1)	**2,200**	2,200
Total	**2,200**	2,200

(1) Balance of accounts receivable from brokers in court-ordered liquidation, which considers the guarantee represented by the equity certificates pledged by the debtor.

7. Investments

a) Investments in subsidiaries and associates

Investments in subsidiaries and associates comprise the following:

Investees	Equity	Total shares	Adjusted P&L	% - Ownership	Investment 2014	Investment 2013	Equity pickup 2014	Equity pickup 2013
Subsidiaries								
Banco BM&FBOVESPA de Liquidação e Custódia S.A.	64,443	24,000	8,367	100	**64,443**	59,028	**8,367**	6,670
Bolsa Brasileira de Mercadorias (Note 24)	-	-	-	-	**-**	7,692	**-**	-
Bolsa de Valores do Rio de Janeiro - BVRJ	68,153	115	7,479	86.95	**59,259**	52,756	**6,503**	(2,693)
BM&F (USA) Inc.	1,095	1,000	(231)	100	**1,095**	1,189	**(231)**	131
BM&FBOVESPA (UK) Ltd.	1,605	1,000	127	100	**1,605**	1,353	**127**	45
					126,402	122,018	**14,766**	4,153
Associate								
CME Group, Inc. (1)	55,577,001	335,455	2,586,559	5.1	**3,729,147**	3,312,606	**131,195**	106,518
Recoverable income tax paid abroad (2)					**-**	-	**80,965**	64,847
					3,729,147	3,312,606	**212,160**	171,365
Total					**3,855,549**	3,434,624	**226,926**	175,518

7. **Investments** (Continued)

a) Investments in subsidiaries and associates (Continued)

Summary of key financial information of subsidiaries and associate at December 31, 2014:

Description	Banco BM&FBOVESPA	Bolsa de Valores do Rio de Janeiro - BVRJ	BM&F (USA) Inc.	BM&FBOVESPA (UK) Ltd.	CME Group, Inc.
Assets	322,825	74,303	1,203	1,923	191,887,872
Liabilities	258,383	6,150	108	318	136,310,872
Revenues	27,276	10,592	1,031	1,436	2,234,130

7. **Investments** (Continued)

a) Investments in subsidiaries and associates (Continued)

Changes in investments:

	Subsidiaries					Associate	
Investments	**Banco BM&FBOVESPA**	**Bolsa Brasileira de Mercadorias**	**Bolsa de Valores do Rio de Janeiro - BVRJ**	**BM&F (USA) Inc.**	**BM&FBOVESPA (UK) Ltd.**	**CME Group, Inc.**	**Total**
Balances at December 31, 2012	55,143	8,079	55,449	937	1,079	2,893,632	3,014,319
Equity pickup	6,670	(387)	(2,693)	131	45	106,518	110,284
Exchange variation (3)	-	-	-	121	229	431,180	431,530
Comprehensive income (loss) of associate/subsidiary	(35)	-	-	-	-	51,234	51,199
Dividends/IOE received/receivable	(2,750)	-	-	-	-	(169,958)	(172,708)
Balances at December 31, 2013	**59,028**	**7,692**	**52,756**	**1,189**	**1,353**	**3,312,606**	**3,434,624**
Equity pickup	**8,367**	**-**	**6,503**	**(231)**	**127**	**131,195**	**145,961**
Exchange variation (3)	**-**	**-**	**-**	**137**	**125**	**450,933**	**451,195**
Comprehensive income (loss) of associate/subsidiary	**(2)**	**-**	**-**	**-**	**-**	**(785)**	**(787)**
Dividends/IOE received/receivable	**(2,950)**	**-**	**-**	**-**	**-**	**(164,802)**	**(167,752)**
Discontinued operations (Note 24)	**-**	**(7,692)**	**-**	**-**	**-**	**-**	**(7,692)**
Balances at December 31, 2014	**64,443**	**-**	**59,259**	**1,095**	**1,605**	**3,729,147**	**3,855,549**

7. **Investments** (Continued)

a) Investments in subsidiaries and associates (Continued)

(1) In July 2010, with the acquisition of 3.2% interest in CME Group for the amount of R$1,075,119, increasing the ownership interest from 1.8% to 5%, BM&FBOVESPA began to recognize the investment using the equity method in accordance with CPC 18/IAS 28, because management understands that the qualitative aspects of the relationship between the two companies indicate the existence of significant influence of BM&FBOVESPA over CME Group.

At December 31, 2014, the fair value of the investment based on the market price of shares was R$3,997,780. Even market value of the investment in CME Group exceeding the carrying amount as from the fouth quarter of 2014, management of BM&FBOVESPA maintained the impairment test at November 30, 2014, given the appreciation of the market value compared to the carrying amount is a recent event. The result of the impairment test, also, did not indicate the any impairment losses of the investment in CME Group.

The impairment test was based on the discounted cash flow method. Considering the expected growth of the industries where CME Group operates, management projected a cash flow that considers activity-related revenue and expenses expressed in nominal US dollars.

Operating cash flows were projected for the period December 2014 to December 2019. Perpetuity was derived by extrapolating free cash flow for 2019 at a growth rate expected for the US nominal GDP in the long term, namely 4.73% per annum (p.a.). The pre-tax discount rate used to obtain the present value of cash flows was 11.95% p.a.

7. **Investments** (Continued)

a) Investments in subsidiaries and associates (Continued)

The three major variables impacting the value in use computed for the investment are the discount rates, net revenue growth rates and perpetuity growth rates. The sensitivity analyses show that a 1.0 percentage point (100 bps) increase in the pre-tax discount rate (from 11.95% to 12.95% p.a.) decreases value in use by approximately 13%. Considering a reduction in the annual revenue growth rate of 10% in the period from 2015 to 2019, the value in use decreases by approximately 4%. As for the perpetuity growth rate, a reduction of 0.25 percentage point (50bps) (from 4.73% to 4.48% p.a.) reduces the value in use by approximately 5%. The changes in the discount and perpetuity rates, for purposes of the sensitivity analysis, were determined by reference to a standard deviation of the discount rates over the past four years (which best reflect the existing capital structure of the CME Group) for the former variable, and a standard deviation of US actual GDP at a 30-year historical average for the latter variable. None of the three sensitivity scenarios above, analyzed individually, revealed amounts lower than the investment's book cost as of December 31, 2014.

(2) Refers to recoverable tax paid by the foreign associate, according to Law No. 9249/95 and Revenue Procedure No. 213/02 of the Brazilian Internal Revenue Service (RFB.

(3) In July 2010, BM&FBOVESPA issued US dollar securities to protect part of the foreign exchange risk on the investment in CME Group (hedge of net investment) through the designation of a non-derivative financial instrument (debt issuance abroad) as a hedge, as presented in Note 12. We present below the sensitivity analysis to exchange rate variations for the non-hedged portion of the investment in CME Group:

	Impact on equity			
	Decrease in Dollar rate		**Increase in Dollar rate**	
	-50%	**-25%**	**25%**	**50%**
Exchange rate	1.3281	1.9922	3.3203	3.9843
Exchange variation on investment in foreign associate	(1,864,573)	(932,287)	932,287	1,864,573
Exchange variation on *hedge* of net foreign investment	812,797	406,399	(406,399)	(812,797)
Tax effect on exchange variation on *hedge* of net foreign investment	(276,351)	(138,176)	138,176	276,351
Net effect	**(1,328,127)**	**(664,064)**	**664,064**	**1,328,127**

7. **Investments** (Continued)

b) Investments in subsidiaries and associates (Continued)

This category comprises properties owned by subsidiary BVRJ - Bolsa de Valores do Rio de Janeiro for rent, which are carried at cost and depreciated at the rate of 4% per year. There were no additions or write-offs during the year and depreciation totaled R$1,518 (R$1,517 at December 31, 2013). Rental income for the year ended December 31, 2014 amounted to R$10,480 (R$8,362 at December 31, 2013):

8. Property and equipment

	BM&FBOVESPA						
Changes	**Buildings**	**Furniture and fixtures**	**Computer devices and equipment**	**Facilities**	**Other**	**Construction in progress**	**Total**
Balances at December 31, 2012	117,944	17,750	100,503	54,636	30,939	34,807	356,579
Additions	1,449	2,472	13,596	2,694	3,535	105,114	128,860
Write-offs	(9)	(78)	(257)	(25)	(1,155)	-	(1,524)
Transfer to assets held for sale	(3,812)	-	-	-	-	-	(3,812)
Reallocations/adjustments	(21)	-	-	-	21	-	-
Depreciation	(2,050)	(3,388)	(45,102)	(7,324)	(3,385)	-	(61,249)
Balances at December 31, 2013	**113,501**	**16,756**	**68,740**	**49,981**	**29,955**	**139,921**	**418,854**
Additions	**3,494**	**2,947**	**12,136**	**4,475**	**1,593**	**29,765**	**54,410**
Write-offs	**-**	**(408)**	**(13)**	**-**	**(815)**	**-**	**(1,236)**
Reclassification (Note 9)	**-**	**-**	**-**	**-**	**-**	**344**	**344**
Transfer (1)	**131,011**	**-**	**101**	**171**	**-**	**(131,283)**	**-**
Depreciation	**(3,356)**	**(3,531)**	**(36,276)**	**(7,389)**	**(3,318)**	**-**	**(53,870)**
Balances at December 31, 2014	**244,650**	**15,764**	**44,688**	**47,238**	**27,415**	**38,747**	**418,502**
At December 31, 2014							
Cost	**349,187**	**48,908**	**344,942**	**85,630**	**77,845**	**38,747**	**945,259**
Accumulated depreciation	**(104,537)**	**(33,144)**	**(300,254)**	**(38,392)**	**(50,430)**	**-**	**(526,757)**
Net book balance	**244,650**	**15,764**	**44,688**	**47,238**	**27,415**	**38,747**	**418,502**
At December 31, 2013							
Cost	214,682	49,398	337,389	80,984	78,316	139,921	900,690
Accumulated depreciation	(101,181)	(32,642)	(268,649)	(31,003)	(48,361)	-	(481,836)
Net book balance	113,501	16,756	68,740	49,981	29,955	139,921	418,854

8. Property and equipment (Continued)

	Consolidated						
Changes	**Buildings**	**Furniture and fixtures**	**Computer devices and equipment**	**Facilities**	**Other**	**Construction in progress**	**Total**
Balances at December 31, 2012	119,380	17,784	100,598	54,998	33,426	34,807	360,993
Additions	1,449	2,498	13,648	2,694	3,641	105,114	129,044
Write-offs	(9)	(104)	(301)	(25)	(1,167)	-	(1,606)
Reallocations	(21)	-	-	-	21	-	-
Transfer to assets held for sale	(3,812)	-	-	-	-	-	(3,812)
Depreciation	(2,138)	(3,399)	(45,135)	(7,395)	(3,402)	-	(61,469)
Balances at December 31, 2013	**114,849**	**16,779**	**68,810**	**50,272**	**32,519**	**139,921**	**423,150**
Additions	**3,494**	**2,982**	**12,186**	**4,475**	**1,737**	**29,765**	**54,639**
Write-offs	**-**	**(443)**	**(62)**	**-**	**(864)**	**-**	**(1,369)**
Reclassification (Note 9)	**-**	**-**	**-**	**-**	**-**	**344**	**344**
Transfer (1)	**131,011**	**-**	**101**	**171**	**-**	**(131,283)**	**-**
Depreciation	**(3,356)**	**(3,532)**	**(36,297)**	**(7,458)**	**(3,363)**	**-**	**(54,006)**
Discontinued operations (Note 24)	**(1,348)**	**(22)**	**(50)**	**(7)**	**(145)**	**-**	**(1,572)**
Balances at December 31, 2014	**244,650**	**15,764**	**44,688**	**47,453**	**29,884**	**38,747**	**421,186**
At December 31, 2014							
Cost	**349,187**	**49,112**	**345,271**	**86,651**	**80,399**	**38,747**	**949,367**
Accumulated depreciation	**(104,537)**	**(33,348)**	**(300,583)**	**(39,198)**	**(50,515)**	**-**	**(528,181)**
Net book balance	**244,650**	**15,764**	**44,688**	**47,453**	**29,884**	**38,747**	**421,186**
At December 31, 2013							
Cost	217,018	49,904	338,424	82,024	80,991	139,921	908,282
Accumulated depreciation	(102,169)	(33,125)	(269,614)	(31,752)	(48,472)	-	(485,132)
Net book balance	114,849	16,779	68,810	50,272	32,519	139,921	423,150

(1) Refers to transfer as a result of completion of the new data center building.

In the year, BM&FBOVESPA absorbed as part of the project development cost the amount of R$1,323 related to the depreciation of equipment used in developing these projects.

Properties with a carrying amount of approximately R$37,169 were pledged as collateral in lawsuits. BM&FBOVESPA is not allowed to assign these assets as collateral for other lawsuits or sell them.

8. Property and equipment (Continued)

Property and equipment are depreciated over their estimated useful lives. Annual rates of depreciation of property and equipment items at December 31, 2014 and 2013 are as follows:

Buildings	2.5%
Furniture and fixtures	10%
Computer devices and equipment	10% to 25%
Facilities	10%
Other	11% to 33%

9. Intangible assets

Goodwill

The goodwill of R$16,064,309 is attributed to expected future profitability, supported by an economic and financial valuation report of the investment.
The assumptions adopted for future cash flow projections of BM&FBOVESPA, in the BOVESPA segment (Cash Generating Unit (CGU)), were based on analysis of performance over the past years, growth analyses and expectations in the market and management's expectations and strategies.

BM&FBOVESPA uses external and independent experts to assist in the measurement of the asset's recoverable value (value in use). The report presented by such experts did not indicate the need to make negative adjustments to goodwill as of December 31, 2014.

Based on the growth expectations of the Bovespa segment, the projected cash flow considers revenues and expenses related to the segment's activities. The projection period of these cash flows covers the period from December 2014 to December 2024. The perpetuity was determined by extrapolating the 2024 cash flow at a growth rate corresponding to that expected for the nominal GDP in the long term, of 7.11% p.a.

Management understands that a ten-year projection period is based on the perception that the Brazilian capital market, in the variable income segment, should undergo a long period of growth until the long-term maturity is reached.

To determine the present value of the projected cash flow, an average pre-tax discount rate of 15.64% p.a. was used.

9. **Intangible assets** (Continued)

Goodwill (Continued)

The three major variables impacting the value in use computed for the investment are the discount rates, net revenue growth rates and perpetuity growth rates. BM&FBOVESPA management carried out sensitivity analyses to determine the impacts of changes in such variables on the calculated value in use. An increase of 1.10 percentage points (110bps) in the pre-tax discount rate (from 15.64% to 16.74% p.a.) reduces the value in use by approximately 12%. Considering a reduction in the annual revenue growth rate of 15% in the period from 2015 to 2024, the value in use decreases by approximately 12%. As for the perpetuity growth rate, a reduction of 0.50 percentage point (50bps) (from 7.11% to 6.61% p.a.) reduces the value in use by approximately 4%. The changes in the discount and perpetuity rates, for purposes of the sensitivity analysis, were determined by reference to a standard deviation of the discount rates over the past five years for the former variable, and a standard deviation of the averages of series of 10 years of changes in the actual Brazilian GDP for the latter variable. The sensitivity scenarios in the average discount rate and revenue growth, revealed amounts around 2.5% lower than the investment's book cost as of December 31, 2014.

Software and projects

	BM&FBOVESPA and Consolidated			
Changes	**Cost of software development internally generated**	**Software internally generated – projects completed**	**Software**	**Total**
Balances at December 31, 2012	258,082	90,496	99,264	447,842
Additions	232,295	-	5,117	237,412
Reallocations/adjustments	(216,223)	216,223	-	-
Amortization	-	(34,264)	(42,974)	(77,238)
Balances at December 31, 2013	**274,154**	**272,455**	**61,407**	**608,016**
Additions	**146,020**	**-**	**31,003**	**177,023**
Write-offs	**(2,208)**	**-**	**-**	**(2,208)**
Reclassification (Note 8)	**(344)**	**-**	**-**	**(344)**
Transfer (1)	**(290,014)**	**290,014**	**-**	**-**
Amortization	**-**	**(48,218)**	**(25,362)**	**(73,580)**
Balances at December 31, 2014	**127,608**	**514,251**	**67,048**	**708,907**
At December 31, 2014				
Cost	**127,608**	**609,356**	**328,766**	**1,065,730**
Accumulated amortization	**-**	**(95,105)**	**(261,718)**	**(356,823)**
Net book balance	**127,608**	**514,251**	**67,048**	**708,907**
At December 31, 2013				
Cost	274,154	319,342	297,789	891,285
Accumulated amortization	-	(46,887)	(236,382)	(283,269)
Net book balance	274,154	272,455	61,407	608,016

(1) Refers substantially to transfer as a result of completion of the first phase of the Post-Trade Integration Project.

9. Intangible assets (Continued)

Software and projects (Continued)

The balance comprises costs for the acquisition of licenses and development of software and systems, with amortization rates from 6.67% to 33% per year, and expenditures for the implementation and development in progress of new systems and software.

In the year, BM&FBOVESPA absorbed as part of the project development cost, the amount of R$8,648 related to amortization of software used in developing these projects.

The ongoing projects refer mainly to the development of a new electronic trading platform for different kinds and classes of assets (concluded in 2013), the construction of a new business and IT architecture to support integration of the post-trade infrastructure and development of a new OTC Derivatives Recording Platform.

10. Earnings and rights on securities in custody

These comprise dividends and interest on equity received from listed companies, which will be transferred to the custody agents and by them to their clients, who are the owners of the listed companies' shares.

11. Provision for taxes and contributions payable

	BM&FBOVESPA	
Description	**2014**	**2013**
Taxes withheld at source	**7,134**	8,036
PIS and COFINS payable	**14,805**	14,732
ISS payable	**2,177**	1,987
Total	**24,116**	24,755

	Consolidated	
Description	**2014**	**2013**
Taxes withheld at source	**8,184**	9,139
PIS and COFINS payable	**15,036**	14,845
ISS payable	**2,193**	1,995
Total	**25,413**	25,979

12. Debt issued abroad

In July 2010, BM&FBOVESPA issued senior unsecured notes, with a total nominal value of US$612 million, priced at 99.635% of the nominal value, resulting in a net inflow of US$609 million (equivalent at that time to R$1,075,323). The interest rate is 5.50% per year, payable half-yearly in January and July, and the principal amount is due on July 16, 2020. The effective rate was 5.64% per year, which includes the discount and other funding related costs.

The updated balance of the loan at December 31, 2014 is R$1,666,491 (R$1,468,322 at December 31, 2013), which includes R$47,368 (R$42,129 at December 31, 2013) of accrued interest through the reporting date. The proceeds from the offering were used to purchase shares in the CME Group at that same date.

The notes have a partial or total early redemption clause, at the option of BM&FBOVESPA, for the greater of: (i) principal plus interest accrued up to the date and (ii) interest accrued up to the date plus the present value of the remaining cash flows, discounted at the rate applicable to U.S. Treasuries for the remaining term plus 0.40% per year (40 basis points per year).

These notes have been designated as a hedging instrument for the portion corresponding to US$612 million (notional) of the investment in CME Group Inc. (Note 7), in order to hedge the foreign exchange risk. Thus, BM&FBOVESPA adopted hedge accounting for net investment in accordance with the provisions of CPC 38/IAS 39.

Accordingly, BM&FBOVESPA prepared the formal designation of the hedges by documenting: (i) the objective of the hedge, (ii) type of hedge, (iii) the nature of the risk being hedged, (iv) the hedged item, (v) the hedging instrument, (vi) the correlation of the hedge and the hedged item (retrospective effectiveness test) and (vii) the prospective test.

The application of the effectiveness tests described in Note 3(d) (iv) did not indicate ineffectiveness during the period ended December 31, 2014.

The fair value of the debt, calculated using market data, is R$1,737.987 at December 31, 2014 (R$1,528,652 at December 31, 2013) (Source: Bloomberg).

13. Other liabilities

	BM&FBOVESPA	
	2014	**2013**
Current		
Payables to related parties (Note 16)	**10,249**	18,208
Purchase of treasury shares payable	**15,763**	7,672
Custody agents	**5,455**	5,939
Amounts to be transferred - Direct Treasury	**5,361**	3,390
Advance received from sale of property	**8,192**	8,192
Preferred shares payable	**1,838**	1,838
Other	**9,219**	8,163
Total	**56,077**	53,402
Noncurrent		
Payables to related parties (Note 16)	**48,238**	50,422
Total	**48,238**	50,422

	Consolidated	
Description	**2014**	**2013**
Payables to related parties (Note 16)	**10,249**	17,827
Purchase of treasury shares payable	**15,763**	7,672
Custody agents	**5,455**	5,939
Amounts to be transferred - Direct Treasury	**5,361**	3,390
Advance received from sale of property	**8,192**	8,192
Third-parties services	**1,038**	1,296
Preferred shares payable	**1,838**	1,838
Demand deposits (1)	**106,400**	111,067
Repurchase agreements (2)	**141,296**	227,309
FX transactions (Banco BM&FBOVESPA)	**4,252**	3,837
Other	**8,654**	8,211
Total	**308,498**	396,578
Noncurrent		
Payables to related parties (Note 16)	**48,238**	50,422
Total	**48,238**	50,422

(1) Refer to demand deposits held by corporations at Banco BM&FBOVESPA for the sole purpose of settlement of adjustments and positions of transactions carried out within BM&FBOVESPA and the Special System for Settlement and Custody (SELIC) pursuant to BACEN Circular Letter No. 3196 of July 21, 2005.

(2) Refer to open market funding made by Banco BM&FBOVESPA, comprising repurchase agreements maturing on January 2, 2015 (January 2, 2014 in 2013) and backed by Financial Treasury Bills (LFT) and National Treasury Bills (LTN).

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits

a) Contingent assets

BM&FBOVESPA has no contingent assets recognized in its balance sheet and, at present, no lawsuits which are expected to give rise to future gains.

b) Provisions for tax, civil and labor contingencies

BM&FBOVESPA and its subsidiaries are defendants in a number of judicial and administrative proceedings involving labor, tax and civil matters arising in the ordinary course of business.

The judicial and administrative proceedings are classified by their probability of loss (probable, possible or remote), based on an evaluation by BM&FBOVESPA's legal area and outside legal advisors, using parameters such as previous legal decisions and the history of loss in similar cases.

The proceedings assessed as probable loss are mostly comprised as follows:

- Labor claims mostly relate to claims filed by former employees of BM&FBOVESPA and employees of outsourced service providers, on account of alleged noncompliance with labor legislation;
- Civil proceedings mainly relate to aspects of civil liability of BM&FBOVESPA and its subsidiaries;
- Tax cases mostly relate to PIS and COFINS levied on (i) BM&FBOVESPA revenues and (ii) receipt of interest on equity.

c) Legal obligations

These are almost entirely proceedings in which BM&FBOVESPA seeks exemption from additional social security tax on payroll and payments to self-employed professionals.

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

d) Changes in balances

Changes in provisions for contingencies and legal obligations are detailed as follows:

	BM&FBOVESPA				
	Civil proceedings	**Labor claims**	**Legal obligations**	**Tax proceedings**	**Total**
Balances at December 31, 2012	**4,961**	**11,310**	**27,121**	**14,840**	**58,232**
Provisions	2,848	14,832	6,118	-	23,798
Provision expenditure	(57)	(2,507)	-	-	(2,564)
Reversal of provisions	(2)	(572)	-	-	(574)
Reassessment of risks	-	(280)	-	-	(280)
Monetary restatement	492	1,793	1,825	649	4,759
Balances at December 31, 2013	**8,242**	**24,576**	**35,064**	**15,489**	**83,371**
Provisions	8	5,630	4,548	-	10,186
Provision expenditure	(151)	(2,405)	(672)	-	(3,228)
Reversal of provisions	(139)	(1,143)	(52)	-	(1,334)
Reassessment of risks	-	738	-	-	738
Monetary restatement	831	3,279	3,196	622	7,928
Balances at December 31, 2014	**8,791**	**30,675**	**42,084**	**16,111**	**97,661**

	Consolidated				
	Civil proceedings	**Labor claims**	**Legal obligations**	**Tax proceedings**	**Total**
Balances at December 31, 2012	**9,196**	**12,050**	**27,121**	**14,840**	**63,207**
Provisions	2,848	14,836	6,118	-	23,802
Provision expenditure	(57)	(2,536)	-	-	(2,593)
Reversal of provisions	(2)	(774)	-	-	(776)
Reassessment of risks	-	(375)	-	-	(375)
Monetary restatement	982	1,871	1,825	649	5,327
Balances at December 31, 2013	**12,967**	**25,072**	**35,064**	**15,489**	**88,592**
Provisions	8	5,650	4,548	-	10,206
Provision expenditure	(151)	(2,478)	(672)	-	(3,301)
Reversal of provisions	(139)	(1,200)	(52)	-	(1,391)
Reassessment of risks	-	683	-	-	683
Monetary restatement	1,366	3,298	3,196	622	8,482
Discontinued operations (Note 24)	-	(282)	-	-	(282)
Balances at December 31, 2014	**14,051**	**30,743**	**42,084**	**16,111**	**102,989**

Considering the characteristics of the provisions, the timing of the cash disbursements, if any, cannot be predicted.

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

e) Possible losses

The proceedings assessed as possible loss are so classified as a result of uncertainties surrounding their outcome. They are legal or administrative proceedings for which case law has not yet been established or which still depend on check and analysis of the facts, or even involve specific aspects that reduce the likelihood of loss.

BM&FBOVESPA and its subsidiaries are parties to tax, civil and labor lawsuits involving risks of loss assessed by management as possible, based on the evaluation of their legal area and outside legal advisors, for which no provision has been recorded. These proceedings comprise mainly the following:

- Labor claims mostly relate to claims filed by former employees of BM&FBOVESPA and of outsourced service providers, on account of alleged noncompliance with labor legislation. The lawsuits assessed as possible losses at December 31, 2014 total R$41,822 in BM&FBOVESPA (R$34,688 at December 31, 2013) and R$43,328 on a consolidated basis (R$34,688 at December 31, 2013);
- Civil proceedings mainly relate to aspects of civil liability for losses and damages. The total amount involved in the civil lawsuits assessed as possible losses at December 31, 2014 is R$134,264 in BM&FBOVESPA (R$81,315 at December 31, 2012) and R$354,533 on a consolidated basis (R$81,911 at December 31, 2013);

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

e) Possible losses (Continued)

Major part of the amount at December 31, 2014 and December 31, 2013 is related to three legal proceedings. The first one refers to the possibility of BM&FBOVESPA being required to deliver its shares (surviving company of the merger with BM&F S.A.), corresponding to the shares resulting from the conversion of the membership certificates of a commodities broker in the former BM&F, or indemnify the corresponding amount, if the cancellation of the certificates in the former BM&F is found to be illegal, as alleged by a commodities broker in bankruptcy. The second administrative proceeding arises from the possibility of BVRJ being required to indemnify an investor for alleged omission in an audit report, brought before the Special Guarantee Fund Commission of BVRJ, of shares that allegedly resulted from transactions carried out by the investor through a broker, which were not included in the custody account. The third proceeding involves the possibility of BM&FBOVESPA being sentenced, jointly with BVRJ, to indemnify the broker, which, for not meeting the requirements, was not authorized to exchange the membership certificates of BVRJ which it alleged to own, with membership certificates of the then São Paulo Stock Exchange, which, in turn, would entitle to issue of BM&FBOVESPA shares.

- The total amount involved in the tax proceedings classified as possible loss at BM&FBOVESPA and on a consolidated basis is R$627,470 (R$577,004 in 2013). The main tax proceedings of BM&FBOVESPA and its subsidiaries refer to the following matters:

  (i) Classification of the former BM&F and Bovespa, in the period prior to the demutualization, as taxpayers of the Contribution Tax on Gross Revenue for Social Security Financing (“COFINS”), which is the subject matter of two declaratory judgment actions pleading the declaration that the plaintiffs have no tax obligations owed to the federal tax authorities and seeking non-levy of COFINS on revenue arising from the exercise of the activities for which they were established, the revenue of which does not fall under the concept of billing. The amount involved in the aforementioned proceedings as of December 31, 2014 is R$56,134 (R$53,091 at December 31, 2013).

  (ii) Collection of Withholding Income Tax (IRRF) relating to the calendar year 2008, since the Brazilian IRS understands that BM&FBOVESPA would be responsible for withholding and paying IRRF on the supposed capital gains earned by non-resident investors in Bovespa Holding S.A., due to the merger of shares of Bovespa Holding S.A. into BM&FBOVESPA. The amount involved in this administrative proceeding at December 31, 2014 is R$180,117 (R$165,225 at December 31, 2013).

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

e) Possible losses (Continued)

(iii) as the successor of Bovespa Holding S.A., the deductibility, for purposes of calculating income and social contribution taxes, of expenses paid by Bovespa Holding S.A. in connection with the commission to intermediary institutions responsible for the secondary public offering of its shares held in 2007, and the liability for IRRF on part of the payments made to intermediaries who participated in said public offering. The amount involved in this administrative proceeding at December 31, 2013 is R$126,775 assessed as follows: (i) R$118,015 as possible loss; and (ii) R$8,739, relating to one-time fine for the non-withholding of income tax at source, as remote loss. In August 2014, BM&FBOVESPA decided to use the special payment terms offered by the Tax Recovery Program (REFIS) for payment of the IRPJ and CSLL debts subject matter of this proceeding, maintaining, however, the discussion on the IRRF one-time fine. The impact of the discounts on the fines and interest of the proceeding, considering the option for cash payment of the updated debt, resulted in reduction of the related amount from R$122,978 to R$69,237 (amounts restated to July 2014), of which R$51,132 refers to principal and R$18,105 to interest. As only part of the amount involved in the case was included in REFIS, the administrative proceeding at December 31, 2014 amounts to R$9,538 (R$8,739 at December 31, 2013) relating to one-time fine for the non-withholding of income tax at source, assessed as remote loss.

(iv) Alleged levy of social security tax on options granted under the Stock Option Plan of BM&F S.A., assumed by BM&FBOVESPA and exercisable by the beneficiaries of the Plan, in 2007 and 2008, as well as one-time fine due to the non-withholding at source of income tax allegedly due on those options. The inquiries of the Brazilian IRS are based on the understanding that the stock options were granted to employees in the nature of salary as they represent compensation for services rendered. The amounts involved in these administrative proceedings at December 31, 2013 are: (i) R$94,828 (R$86,844 at December 31, 2013), relating to social security taxes allegedly due, assessed as possible loss, and (ii) R$50,504 (R$46,252 at December 31, 2013), relating to one-time fine for the non-withholding of income tax, assessed as remote loss.

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

e) Possible losses (Continued)

(v) Alleged levy of social security taxes on options granted under the Stock Option Plan of BM&F S.A., assumed by BM&FBOVESPA, and of BM&FBOVESPA itself, exercised by the beneficiaries of the Plan in 2009 and 2010, as well as one-time fine due to the non-withholding at source of income tax allegedly due on those options. The inquiries of the Brazilian IRS are based on the understanding that the stock options were granted to employees in the nature of salary as they represent compensation for services rendered. The amounts involved in these administrative proceedings at December 31, 2014 are: (i) R$123,486, relating to social security taxes allegedly due, assessed as possible loss, and (ii) R$49,490, relating to one-time fine for the non-withholding of income tax, assessed as remote loss.

(vi) Alleged differences in payment of IRPJ and CSLL stemming from questioning of the limits of deductibility of interest on equity paid by BM&FBOVESPA to its shareholders in 2008. The total amount involved in this administrative proceeding is R$130,674 (R$119,672 at December 31, 2013), including late-payment interest and automatic fine.

f) Remote losses

BM&FBOVESPA, as successor of the former BOVESPA, and subsidiary BVRJ figure as defendants in a claim for property damages and pain and suffering filed by Naji Robert Nahas, Selecta Participações e Serviços SC Ltda., and Cobrasol - Companhia Brasileira de Óleos e Derivados, on the grounds of alleged losses in the stock market sustained in June 1989. The amount attributed to the cause by the plaintiffs is R$10 billion. In relation to property damages and pain and suffering claimed, the plaintiffs plead that BM&FBOVESPA and BVRJ be sentenced in proportion to their responsibilities. A decision was handed down whereby the claims by the plaintiffs were considered completely unfounded. This decision was confirmed by the High Court of Justice of Rio de Janeiro State by means of a decision published on December 18, 2009. The plaintiffs filed special and extraordinary appeals, both of which were denied. Interlocutory appeals were filed with the High Court of Justice and with the Federal Supreme Court of Brazil, and the appeal was granted for appreciation by the High Court of Justice. The appeal is currently pending judgment. BM&FBOVESPA believes that the likelihood of loss in this lawsuit is remote. The special appeal was partially disclosed and was unanimously denied in connection with this portion. The proceeding is currently awaiting appeals against this decision. In BM&FBOVESPA's opinion, the likelihood of loss is remote.

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

f) Remote losses (Continued)

On November 29, 2010, BM&FBOVESPA received an assessment notice from the Brazilian IRS demanding the payment of income tax (R$301,686 of principal, plus fines and interest) and social contribution tax (R$108,525 of principal, plus fines and interest) that, in the opinion of the Brazilian IRS, BM&FBOVESPA underpaid in the years 2008 and 2009 with respect to the amortization for tax purposes of the goodwill generated upon the merger of Bovespa Holding S.A., approved at the Special General Meeting held on May 8, 2008. In October 2011, the Brazilian IRS Judgment Office in São Paulo issued a decision on the challenge presented by BM&FBOVESPA, upholding, in substance, the assessment notice. BM&FBOVESPA filed an appeal with the Board of Tax Appeals in November 2011, which was denied in December 2013, thus upholding the referred to assessment notice. Currently, BM&FBOVESPA awaits judgment of the Motions for Clarification filed at the Administrative Board of Tax Appeals (CARF) at May 15, 2014. BM&FBOVESPA believes that the risk of loss associated with this tax matter is remote and will continue to amortize the goodwill for tax purposes as provided for by prevailing legislation.

BM&FBOVESPA, as the successor of Bolsa de Mercadorias e Futuros - BM&F ("BM&F") and as disclosed in its Form of Reference (item 4.3), figures as a defendant in civil public actions and class actions filed in order to investigate the practice of possible acts of administrative impropriety, and to receive compensation for alleged damages to the federal treasury as a result of transactions conducted by the Central Bank of Brazil in January 1999 in the US dollar futures market run by the former BM&F. On March 15, 2012, those proceedings were deemed valid and convicted most of the defendants, among them, BM&F. The total amount arising from this unfavorable decision is R$7,005 million, from which the amount of R$5,431 million may deducted, according to one of the decisions, referring to gains that the Central Bank of Brazil obtained as a result of not using the international reserves. BM&FBOVESPA was also ordered to pay a civil penalty in the amount of R$1,418 million. The figures were measured in January 1999 and should be adjusted for inflation, plus interest and burden of defeat. BM&FBOVESPA believes that these actions are fully groundless and will not recognize in its financial statements any provision for such lawsuits as the risk of loss is remote. The parties filed appeals which have caused the execution of the trial court judgment to be suspended until the Federal Court of Appeals of the 1st Chapter renders a decision on those appeals.

14. Provisions for tax, civil and labor contingencies, contingent assets and liabilities and judicial deposits (Continued)

g) Judicial deposits

	BM&FBOVESPA		Consolidated	
Description	**2014**	**2013**	**2014**	**2013**
Legal obligations	**40,133**	33,645	**40,133**	33,645
Tax proceedings	**69,022**	64,922	**69,286**	65,165
Civil proceedings	**5,236**	4,948	**5,236**	4,948
Labor claims	**5,479**	4,750	**5,630**	4,907
Total	**119,870**	108,265	**120,285**	108,665

Out of the total judicial deposits, the following are highlighted: (i) R$50,431 (R$47,315 at December 31, 2013) relates to disputes over the classification of the exchanges as subject to payment of COFINS, which are assessed as possible loss by BM&FBOVESPA, as described in item “e” above; and (ii) R$12,212 (R$11,425 at December 31, 2013) refers to cases regarding PIS and COFINS on interest on equity received. Of the total deposits relating to legal obligations, R$39,693 (R$33,208 at December 31, 2013) relates to the processes in which BM&FBOVESPA claims non-levy of additional social security contribution on payroll and payments to self-employed professionals, and challenges the legality of FAP (an index applied to calculate the occupational accident insurance owed by employers).

Due to the existence of judicial deposits related to tax proceedings classified as possible losses, the total tax contingencies and legal obligations are less than the total deposits related to tax claims.

15. Equity

a) Capital

The capital of BM&FBOVESPA is R$2,540,239, represented by 1,900,000,000 registered common shares (1,980,000,000 at December 31, 2013) with voting rights and no par value, of which 1,808,178,556 are outstanding at December 31, 2014 (1,893,582,856 at December 31, 2013).

15. Equity (Continued)

a) Capital (Continued)

At the meeting held on February 13, 2014, the Board of Directors approved the cancellation of 80,000,000 shares (Note 15 (b)) issued by BM&FBOVESPA held in treasury, which were acquired under the share buyback program. At the General Shareholders' Meeting held on May 26, 2014, the shareholders resolved on amendment of the Articles of Incorporation in order to adapt it to the new number of shares representing the capital.

BM&FBOVESPA is authorized to increase its capital up to the limit of 2,500,000,000 common shares, through a resolution of the Board of Directors, without any amendment to its Articles of Incorporation.

b) Treasury shares

Share buyback plan

At the meeting held on June 25, 2013, the Board of Directors approved a new Share Buyback Program, starting on July 1, 2013 and ending on June 30, 2014. The limit of shares to be repurchased by BM&FBOVESPA is 60,000,000 common shares, representing 3.13% of the total shares outstanding. BM&FBOVESPA repurchased the 60,000,000 shares projected for the period between July 1, 2013 and January 29, 2014, of which 23,050,000 in 2013 and 36,950,000 in 2014.

At the meeting held on February 13, 2014, the Board of Directors approved the Company's Share Buyback Program, starting on February 14, 2014 and ending on December 31, 2014. The limit of shares to be repurchased by BM&FBOVESPA is 100,000,000 common shares, representing 5.4% of the total shares outstanding. In 2014, BM&FBOVESPA purchased 53,011,600 shares, representing 53% of the total number projected in the share buyback program approved in February 2014.

At the meeting held on December 11, 2014, the Board of Directors approved the Company's new Share Buyback Program, starting on January 1, 2015 and ending on December 31, 2015. The limit of shares to be repurchased by BM&FBOVESPA is 60,000,000 common shares, representing 3.3% of the total shares outstanding.

15. Equity (Continued)

b) Treasury shares (Continued)

The shares purchased under the Share Buyback Program may be canceled or used in connection with the exercise of the stock options by the beneficiaries of the Stock Option Plan of BM&FBOVESPA.

The changes in treasury shares for the year are as follows:

	Number	Amount
Balances at December 31, 2012	48,427,505	484,620
Purchase of shares - Share buyback program	43,912,700	531,215
Shares sold - stock options (Note 18)	(5,923,061)	(60,809)
Balances at December 31, 2013	**86,417,144**	**955,026**
Purchase of shares - Share buyback program	**89,961,600**	**937,600**
Shares cancelled (Note 15(a))	**(80,000,000)**	**(859,793)**
Shares sold - stock options (Note 18)	**(4,557,300)**	**(49,559)**
Balances at December 31, 2014	**91,821,444**	**983,274**
Average cost of treasury shares (R$ per share)		10.709
Market value of treasury shares		904,441

c) Revaluation reserves

Revaluation reserves were established as a result of the revaluation of works of art in BM&FBOVESPA and of the properties of the subsidiary BVRJ in 2007, based on independent experts' appraisal reports.

d) Capital reserve

This refers substantially to amounts originated in the merger of Bovespa Holding shares in 2008, and other corporate events allowed by the Brazilian Corporation Law, such as (i) capital increase through merger, (ii) redemption, repayment or purchase of shares, and (iii) events associated with the stock option plan.

15. Equity (Continued)

e) Income reserve

(i) *Legal reserve*

Legal reserve is annually set up with allocation of 5% of net income for the year, capped at 20% of capital. The legal reserve aims at ensuring integrity of capital and may only be used to absorb losses and increase capital. The legal reserve is not required to be set up considering that its amount plus the capital reserves exceed 30% of the Company capital.

(ii) *Statutory reserves*

Represent funds and safeguard mechanisms required for the activities of BM&FBOVESPA, in order to ensure the proper settlement and reimbursement of losses arising from the intermediation of transactions carried out in its trading sessions and/or registered in any of its trading, registration, clearing and settlement systems, and from custody services.

Pursuant to the Articles of Incorporation, the Board of Directors may, when the amount of the statutory reserve is sufficient to meet the purposes for which it was originally established, propose that part of the reserve be distributed to the shareholders of the Company.

f) Other comprehensive income

The purpose is to record the effects of (i) exchange variation of the investments abroad, (ii) hedge accounting on net foreign investment (Note 12), (iii) cash flow hedge (Note 4), (iv) comprehensive income of associate and subsidiaries and (v) actuarial gains/losses on post-retirement health care benefits.

15. Equity (Continued)

g) Dividends and interest on equity

As provided for in the Articles of Incorporation, shareholders are entitled mandatory minimum dividends of 25% of net income for the year, adjusted under Brazilian Corporation Law.

	2014	2013
Net income for the year	**977,053**	1,081,516
Dividends	**781,642**	815,213
Interest on Equity (IOE)	**-**	50,000
Total approved for the year	**781,642**	865,213

The dividends and interest on equity approved in relation to P&L for the year are as follows:

Description	Date approved	Date of payment	Gross value per share (R$)	Total gross amount (R$)
Dividends	05/08/2014	05/30/2014	0.111538	204,914
Dividends	08/07/2014	08/29/2014	0.109381	200,061
Dividends	11/13/2014	11/28/2014	0.104814	190,726
Dividends	02/10/2015	04/28/2015	0,103163	185,941
Total proposed/approved for 2014				**781,642**
Dividends	05/09/2013	06/07/2013	0.084638	163,580
Interest on equity	05/09/2013	06/07/2013	0.025870	50,000
Dividends	08/08/2013	09/30/2013	0.146943	280,670
Dividends	11/07/2013	11/27/2013	0.118341	225,260
Dividends	02/13/2014	06/27/2014	0.079604	145,703
Total proposed/approved for 2013				**865,213**

(1) Proposed payment of additional dividends (above the mandatory minimum dividends) referring to income for 2014, to be approved at the General Shareholders' Meeting.

15. Equity (Continued)

g) Dividends and interest on equity (Continued)

The management of BM&FBOVESPA did not set up an income reserve for the difference between the amount recognized as equity pickup and the amount received as dividends arising from the interest held in the associate CME Group (Note 7).

h) Earnings per share

Basic	**Consolidated**	
	2014	**2013**
Numerator		
Net income from continued operations	**984,745**	1,081,904
Net income from discontinued operations	**(7,692)**	(388)
Net income available to shareholders of BM&FBOVESPA	**977,053**	1,081,516
Denominator		
Weighted average number of outstanding shares	**1,837,383,111**	1,918,813,109
Basic earnings per share (in R$)	**0.531763**	0.563638

Diluted	**Consolidated**	
	2014	**2013**
Numerator		
Net income from continued operations	**984,745**	1,081,904
Net income from discontinued operations	**(7,692)**	(388)
Net income available to shareholders of BM&FBOVESPA	**977,053**	1,081,516
Denominator		
Weighted average number of outstanding shares adjusted by effects of stock option plans	**1,841,030,654**	1,923,866,237
Diluted earnings per share (in R$)	**0.530710**	0.562158

16. Transactions with related parties

a) Balances and transactions with related parties

Description	Assets / (liabilities)		Income / (expenses)	
	2014	2013	2014	2013
Banco BM&FBOVESPA de Serviços de Liquidação e Custódia S.A. (1)				
Accounts receivable	**909**	673	**-**	-
Interest on equity receivable	**2,508**	2,338	**-**	-
Recovery of expenses	**-**	-	**10,407**	8,314
Income from fees	**-**	-	**18**	-
Interest on equity	**-**	-	**2,950**	2,750
Bolsa Brasileira de Mercadorias (Note 24)				
Accounts receivable	**2**	9	**-**	-
Accounts payable	**(99)**	(100)	**-**	-
Supplier	**(2,464)**	-	**-**	-
Minimum contribution on membership certificates (fees)	**-**	-	**(1,193)**	(1,159)
Data processing	**-**	-	**(2,464)**	-
Property rental	**-**	-	**25**	23
Recovery of expenses	**-**	-	**78**	88
BM&F (USA) Inc. (1)				
Accounts payable	**-**	(117)	**-**	-
Sundry expenses	**-**	-	**(1,026)**	(2,012)
BM&FBOVESPA (UK) Ltd. (1)				
Accounts payable	**-**	(164)	**-**	-
Sundry expenses	**-**	-	**(1,424)**	(1,394)
Bolsa de Valores do Rio de Janeiro (1)				
Accounts receivable	**1**	2	**-**	-
Recovery of expenses	**-**	-	**22**	25
CME Group				
Dividends receivable	**61,635**	71,878	**-**	-
Accounts payable	**(48,245)**	(60,178)	**-**	-
Financial expenses	**-**	-	**(898)**	(437)
Expenses with fees	**-**	-	**(2,111)**	-
Income from fees	**-**	-	**50**	-
BM&FBOVESPA Supervisão de Mercados				
Accounts receivable	**245**	276	**-**	-
Accounts payable	**(9,904)**	(8,061)	**-**	-
Donation / Contribution	**-**	-	**(15,466)**	(561)
Recovery of expenses	**-**	-	**3,035**	3,171
Associação BM&F				
Accounts receivable	**4**	2	**-**	-
Accounts payable	**(239)**	-	**-**	-
Recovery of expenses	**-**	-	**186**	496
Expenses with courses	**-**	-	**(1,458)**	-
Donation	**-**	-	**(239)**	-
Other related parties				
Accounts receivable	**10**	7	**-**	-
Accounts payable	**-**	(10)	**-**	-
Donation	**-**	-	**(63)**	-
Recovery of expenses	**-**	-	**125**	91
Sundry expenses	**-**	-	**(163)**	(100)

(1) Subsidiaries included in the consolidation process.

16. Transactions with related parties (Continued)

a) Balances and transactions with related parties (Continued)

BM&FBOVESPA follows a policy on transactions with related parties, approved by the Board of Directors, which aims to establish rules to ensure that all decisions involving related-party transactions and other situations of potential conflict of interest are taken to the interests of BM&FBOVESPA and its shareholders.

The main recurring transactions with related parties are described below and were carried out under the following conditions:

- The amounts owed by Banco BM&FBOVESPA to BM&FBOVESPA refer to the Company's funds used by Banco BM&FBOVESPA in performing its activities under a formal agreement signed by the parties.
- Other liabilities to CME Group refer to the remaining portion for the acquisition of the perpetual license of modules related to the multi-asset class electronic trading platform, PUMA Trading System, which was developed along with CME Group.
- BSM has entered into an agreement with BM&FBOVESPA for the transfer and recovery of costs which establishes the reimbursement to BM&FBOVESPA for expenses incurred for resources and infrastructure made available to BSM to assist in the performance of its supervision activities. Such costs are determined on a monthly basis using the methodology specified in the agreement signed by the parties and also include the activities related to the Mecanismo de Ressarcimento de Prejuízos (Loss Recovery Mechanism) as this mechanism is administered by BSM.
- BM & FBOVESPA make contributions in order to supplement financing for the activities of BSM and regular transfers of fines for financial settlement failure and delivery of assets held for BSM as set out in Circular Letter 044/2013 of BM & FBOVESPA.
- BM&FBOVESPA makes transfers in order to supplement financing for the activities of BSM and regular transfers of fines for failure to settle debts and deliver assets by BSM, as set out in Circular Letter 044/2013 of BM&FBOVESPA.
- BM&FBOVESPA pays monthly fees to BM&F (USA) Inc. and BM&FBOVESPA (UK) Ltd. to represent it abroad by liaising with other exchanges and regulators and assisting in bringing new clients to the Brazilian capital market.
- Associação BM&F, Associação Bovespa, Instituto BM&FBOVESPA and Associação Profissionalizante BM&FBOVESPA periodically reimburse BM&FBOVESPA for expenses associated with the resources and infrastructure provided by BM&FBOVESPA to assist them in performing their activities.

16. Transactions with related parties (Continued)

- BM&FBOVESPA pays the cost of courses taken by its employees directed to the financial and capital markets offered by Instituto Educacional BM&FBOVESPA, administered by Associação BM&F.

- BM&FBOVESPA used to pay a minimum monthly fee to Bolsa Brasileira de Mercadorias. The payment that BM&FBOVESPA made to Bolsa Brasileira de Mercadorias was established by the Articles of Incorporation of Bolsa Brasileira de Mercadorias, pursuant to which the member (as was the case of BM&FBOVESPA) must regularly pay fees for membership certificates. Bolsa Brasileira de Mercadorias periodically reimbursed BM&FBOVESPA for expenses associated with the resources and infrastructure provided by BM&FBOVESPA to assist in carrying out its activities. BM&FBOVESPA recognized provision related to technology services for development of the markets administered by the Bolsa Brasileira de Mercadorias in the amount of R$2,464, as per commitment assumed in April 2013 and already disclosed in the previous year.

a) Balances and transactions with related parties (Continued)

Discontinued operation

- BM&FBOVESPA paid a minimum monthly fee to Bolsa Brasileira de Mercadorias. The payment that BM&FBOVESPA made to Bolsa Brasileira de Mercadorias was established by the Articles of Incorporation of Bolsa Brasileira de Mercadorias, pursuant to which the member (as was the case of BM&FBOVESPA) must regularly pay fees for membership certificates. Bolsa Brasileira de Mercadorias periodically reimbursed BM&FBOVESPA for expenses associated with the resources and infrastructure provided by BM&FBOVESPA to assist in carrying out its activities. BM&FBOVESPA recognized provision related to technology services for development of the markets administered by the Brazilian Commodities Exchange in the amount of R$2,464, as per commitment assumed in April 2013 and already disclosed in the previous year.

b) Key management personnel compensation

Key management personnel include Members of the Board of Directors, Executive Officers, Internal Audit Officer, Corporate Risk Officer, Officer of Banco BM&FBOVESPA and Human Resources Officer.

	2014	2013
Management fees		
Short-term benefits (salaries, profit sharing, etc.)	**29,881**	28,943
Severance pay	**-**	787
Share-based compensation (1)	**13,306**	12,931

(1) Represents the expense calculated for the year in relation to the stock options granted to key management personnel, which was recognized in accordance with the criteria described in Note 18.

17. Structure of guarantees

BM&FBOVESPA operating as a central counterparty (CCP) manages four clearinghouses considered systemically important by the Central Bank of Brazil: BM&FBOVESPA (former Derivatives Clearinghouse), Foreign Exchange and Securities Clearinghouses and the Equity and Corporate Debt Clearinghouse (CBLC).

In its Circular Letter 046/2014, dated August 07, 2014, the Central Bank of Brazil (BCB) granted BM&FBOVESPA authorization to operate its new clearinghouse, i.e. BM&FBOVESPA Clearinghouse. The new clearinghouse is part of the post-trade integration (IPN) project, an initiative adopted by BM&FBOVESPA to start an integrated clearinghouse that will consolidate the activities performed by the four clearinghouses.

The activities of BM&FBOVESPA Clearinghouse will be limited, in this first phase of the project, to the financial derivative and commodity market and gold market, including not only both exchange-traded but also OTC contracts.

The activities carried out by the clearinghouses are governed by Law No. 10214/01, which authorizes the multilateral clearing of obligations, establishes the central counterparty role of the systemically important clearinghouses and permits the utilization of the collateral obtained from defaulting participants to settle their obligations in the clearinghouse environment, including in cases of civil insolvency, agreements with creditors, intervention, bankruptcy and out-of-court liquidation.

Through its clearinghouses, BM&FBOVESPA acts as a central counterparty in the derivatives market (futures, forward, options and swaps), spot foreign exchange market, government securities market (spot, forwards, repurchase operations, futures and lending of securities), variable income (spot, forward, option, futures and lending of securities) and private debt securities (spot and lending of securities). In other words, by assuming the role of a central counterparty, BM&FBOVESPA becomes responsible for the proper settlement of trades carried out and/or registered in its systems, as established in the applicable regulations.

The performance of BM&FBOVESPA as a central counterparty exposes it to the credit risk of the participants that utilize its settlement systems. If a participant fails to make the payments due, or to deliver the assets or commodities due, it will be incumbent upon BM&FBOVESPA to resort to its safeguard mechanisms, in order to ensure the proper settlement of the transactions in the established time frame and manner. In the event of a failure or insufficiency of the safeguard

17. Structure of guarantees (Continued)

mechanisms of its Clearinghouses, BM&FBOVESPA might have to use its own equity, as a last resort, to ensure the proper settlement of trades.

The clearinghouses are not directly exposed to market risk, as they do not hold net long or net short positions in the various contracts and assets traded. However, an increase in price volatility can affect the magnitude of amounts to be settled by the various market participants, and can also heighten the probability of default by these participants. Furthermore, as already emphasized, the clearinghouses are responsible for the settlement of the trades of a defaulting participant, which could result in losses for BM&FBOVESPA if the amounts due surpass the amount of collateral available. Accordingly, despite the fact that there is no direct exposure to market risk, this risk can impact and increase the credit risks assumed.

The safeguard structures of the clearinghouses are based largely on loss-sharing model called defaulter pays, in which the amount of collateral deposited by each participant should be able to absorb, with a high degree of confidence, the potential losses associated with its default. Consequently, the amount required as collateral for participants is the most important element in our management structure of the potential market risks arising from our role as a central counterparty.

For most contracts and operations with assets, the required value as collateral is sized to cover the market risk of the business, i.e. its price volatility during the expected time frame for settlement of the positions of a defaulting participant. This timeframe can vary depending on the nature of contracts and assets traded.

The models used for calculating the margin requirements are based, in general, on the concept of stress testing, in other words, a methodology that attempts to measure market risk into account not only recent historical volatility of prices, but also the possibility of the occurrence of unexpected events that modify the historical patterns of behavior of prices and the market in general.

17. Structure of guarantees (Continued)

The main parameters used for margin calculation models are the stress scenarios, defined by the Market Risk Committee for the risk factors that affect the prices of contracts and assets traded on our systems. For the definition of stress scenarios, the Market Risk Committee uses a combination of quantitative and qualitative analysis. The quantitative analysis is done with the support of statistical models for estimating risk, such as EVT (extreme value theory), estimate of implied volatilities, GARCH (Generalized Autoregressive Conditional Heteroskedasticity) models, and historical simulations. The qualitative analysis considers aspects related to domestic and international economic and political conditions and their impacts on the markets managed by BM&FBOVESPA.

On March 5, 2014, according to BM&FBOVESPA Circular Letter No. 003/2014, new versions of BM&FBOVESPA Clearinghouses rules became effective, aiming towards convergence with international capital requirement rules under Basel III Accord by financial institutions subject to credit risk of clearinghouses. These changes were approved by BACEN in January 2014.

The operations in the BM&FBOVESPA markets are secured by margin deposits in cash, government and corporate securities, letters of guarantee and shares, among others. The guarantees received in cash, in the amount of R$1,321,935 (2013 - R$2,072,989), are recorded as a liability under “Collateral for transactions” and other collaterals, in the amount of R$240,757,242 (2013 - R$212,316,376) are recorded in memorandum accounts. At December 31, 2014 collaterals amounted to R$242,079,177 (2013 - R$214,389,365), as follows:

17. Structure of guarantees (Continued)

a) Collaterals deposited by participants

	2014			
	BM&FBOVESPA Clearinghouse	**Equity and Corporate Debt Clearinghouse (CBLC)**	**Foreign Exchange Clearinghouse**	**Asset Clearinghouse**
Government securities	**156,814,586**	**34,636,888**	**4,470,253**	**505,583**
Letters of guarantee	**2,542,590**	**572,310**	**-**	**-**
Shares	**4,696,902**	**33,007,191**	**-**	**-**
International securities (1)	**-**	**1,800,371**	**-**	**-**
Bank Deposit Certificates (CDBs)	**1,177,107**	**245,456**	**-**	**-**
Cash amounts deposited	**815,294**	**121,288**	**385,149**	**-**
Gold	**31,264**	**-**	**-**	**-**
Other	**136,110**	**120,835**	**-**	**-**
Total	**166,213,853**	**70,504,339**	**4,855,402**	**505,583**

	2013			
	BM&FBOVESPA Clearinghouse	**Equity and Corporate Debt Clearinghouse (CBLC)**	**Foreign Exchange Clearinghouse**	**Asset Clearinghouse**
Government securities	118,581,479	34,423,146	4,782,607	757,487
Letters of guarantee	2,796,183	1,055,421	-	-
Shares	4,019,309	42,654,968	-	-
International securities (1)	-	1,616,091	-	-
Bank Deposit Certificates (CDBs)	1,185,727	239,198	-	-
Cash amounts deposited	701,705	212,527	1,154,906	-
Gold	56,182	-	-	-
Other	66,000	86,429	-	-
Total	127,406,585	80,287,780	5,937,513	757,487

(1) American and German government securities as well as ADRs (American Depositary Receipts).

17. Structure of guarantees (Continued)

b) Other safeguard mechanisms

i) *BM&FBOVESPA Clearinghouse*

- Joint liability for paying the broker and clearing member that acted as intermediaries, as well as collaterals deposited by such participants.
- Operating Performance Fund (FDO), composed of collaterals transferred by BM&FBOVESPA clearing members and by full trading participants, intended to guarantee the transactions. By the close of business on August 15, 2014, the resources that represent contributions by the clearing member to the Operating Performance Fund were automatically allocated as Minimum Non-operating Collateral at the opening of the BM&FBOVESPA Clearinghouse on August 18, 2014. Minimum Non-operating Collateral is broken down as follows:

Breakdown	2014	2013
Government securities	**725,794**	852,276
Letters of guarantee	**128,500**	141,000
Bank Deposit Certificates (CDBs)	**5,300**	5,720
Shares	**-**	10,765
Cash amounts deposited	**4**	224
Amounts deposited	**859,598**	1,009,985
Amounts required of participants	**672,000**	808,500
Amount in excess of the minimum required	**187,598**	201,485

- Fundo de Operações do Mercado Agropecuário, in the amount of R$50,000 at December 31, 2014 and December 31, 2013, comprising funds of BM&FBOVESPA with a view to ensuring the proper settlement of transactions involving agricultural commodity contracts.
- Fundo Especial dos Membros de Compensação, in the amount of R$40,000 until December 31, 2013, comprising funds of BM&FBOVESPA with a view to ensuring the proper settlement of transactions, regardless of the type of contract. This fund was terminated on March 5, 2014.

17. Structure of guarantees (Continued)

b) Other safeguard mechanisms (Continued)

i) *BM&FBOVESPA Clearinghouse* (Continued)

- Settlement Fund (FLO), comprising collaterals transferred by clearing members and BM&FBOVESPA funds. By the close of business on August 15, 2014, the resources that represent contributions by the clearing member to the Settlement Fund were automatically allocated to the Settlement Fund at the opening of the BM&FBOVESPA Clearinghouse on August 18, 2014. The Settlement Fund is broken down as follows:

Breakdown	2014	2013
Government securities	**776,632**	322,274
Letters of guarantee	**34,000**	30,750
Shares	**-**	3,075
Amounts deposited	**810,632**	356,099
Amounts required of participants	**344,000**	252,000
Amount required of BM&FBOVESPA (1)	**344,000**	-
Amount in excess of the minimum required	**122,632**	104,099

(1) Comprising government securities.

- *Patrimônio Especial* (Special equity), in the amount of R$50,752 (2013 - R$45,729), in compliance with the provisions of article 5 of Law No. 10214, of March 27, 2001, and article 19 of BACEN Circular No. 3057, of August 31, 2001.

ii) *Equity and Corporate Debt Clearinghouse (CBLC)*

- Joint liability for paying the broker and clearing member that acted as intermediaries, as well as collaterals deposited by such participants.

17. Structure of guarantees (Continued)

b) Other safeguard mechanisms (Continued)

ii) *Equity and Corporate Debt Clearinghouse (CBLC)* (Continued)

- Settlement Fund, composed of collaterals transferred by clearing members and BM&FBOVESPA funds, intended to guarantee the proper settlement of transactions.

Breakdown	2014	2013
Government securities	**665,380**	393,283
Cash amounts deposited	**-**	2,627
Amounts deposited	**665,380**	395,910
Amounts required of participants	**280,400**	272,400
Amount required of BM&FBOVESPA (1)	**280,400**	-
Amount in excess of the minimum required	**104,580**	123,510

(1) Comprising government securities.

- *Patrimônio Especial* (Special equity), in the amount of R$54,256 (2013 - R$48,874), in compliance with the provisions of article 5 of Law No. 10214 of March 27, 2001.

ii) *Foreign Exchange Clearinghouse*

- Fundo de Liquidação de Operações de Câmbio, formerly Fundo de Participação, composed of collaterals transferred by Foreign Exchange Clearinghouse participants and BM&FBOVESPA funds, intended to guarantee the proper settlement of transactions.

Breakdown	2014	2013
Government securities	**306,762**	214,809
Cash amounts deposited	**200**	1,000
Amounts deposited	**306,962**	215,809
Amounts required of participants	**104,650**	111,000
Amount required of BM&FBOVESPA (1)	**104,650**	-
Amount in excess of the minimum required	**97,662**	104,809

(1) Comprising government securities.

17. Structure of guarantees (Continued)

b) Other safeguard mechanisms (Continued)

iii) *Foreign Exchange Clearinghouse* (Continued)

- Fundo Operacional da Clearing de Câmbio, in the amount of R$50,000 up to December 31, 2013, comprising funds of BM&FBOVESPA intended to cover losses arising from operational or administrative failures. This fund ceased to exist on March 5, 2014.
- Patrimônio Especial (Special equity), in the amount of R$50,838 (2013 - R$45,799), in compliance with the provisions of article 5 of Law No. 10214, of March 27, 2001, and article 19 of BACEN Circular No. 3057, of August 31, 2001.

iii) *Assets Clearinghouse*

- Fundo Operacional da Clearing de Ativos, in the amount of R$40,000 at December 31, 2014 and December 31, 2013, intended to hold funds from BM&FBOVESPA to cover losses arising from participants' operational or administrative failures.
- Patrimônio Especial (Special equity), in the amount of R$35,737 (2013 - R$32,200), in compliance with the provisions of article 5 of Law No. 10214, of March 27, 2001, and article 19 of BACEN Circular No. 3057, of August 31, 2001.

c) Guarantee funds

Former subsidiary Bolsa Brasileira de Mercadorias (Note 24) and Bolsa de Valores do Rio de Janeiro (BVRJ) manage Guarantee Funds, special purpose entities without a legal status. The maximum liability of these Guarantee Funds is limited to the sum of their net assets.

18. Employee benefits

a) Stock options - long-term benefit

BM&FBOVESPA has a Stock Option Plan ("Option Plan") approved at the Special General Meeting held on May 8, 2008, as amended at the Special General Meeting held on April 18, 2011 and the Annual and Special Meeting held on April 15, 2013, by which the employees of BM&FBOVESPA and its subsidiaries are eligible to receive stock options.

The Option Plan delegates broad powers to the Board of Directors to approve the granting of options and to manage them through stock option programs ("Programs"), which must determine, among other specific conditions: (i) their beneficiaries, (ii) the total number of shares of BM&FBOVESPA to be granted, (iii) the division of the award in batches, if necessary, (iv) the exercise price, (v) the vesting period and deadline for exercising the option, (vi) restrictions on transfer of shares received by exercising the option, and (vii) the resolution of any necessary penalties.

The Plan also allows the Board of Directors to approve the granting of options with different conditions to certain beneficiaries ("Additional Options"). The granting or exercise of the Additional Options must necessarily be conditioned to (i) the acquisition by the Beneficiary of shares of BM&FBOVESPA, through the use of own resources and under the percentage, terms and conditions set forth in each Program ("Own Shares"); and (ii) the observance of a period of restriction on the sale of own shares (lock-up).

After 2013, the Plan provides for granting of stock options to the Board of Directors, under item 13, through which a total of 330,000 options will be granted annually, to be distributed equally among them. The options will be granted to said Directors in a single lot, and may be exercised by the beneficiary after two years from the end of each term of office as a Director of the Board of Directors in which the related options were granted.

Currently there are nine Programs to grant options under the Option Plan, approved by the Board of Directors, and one stock option grant to said Directors. In 2015, BM&FBOVESPA offered its beneficiaries some alternatives to convert the Stock Option Plan (Note 26 – subsequent events).

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

BM&FBOVESPA recognized expenses related to grants of the Option Plan in the amount of R$28,805 for the year ended December 31, 2014 (2013 – R$ 28,136), matched against capital reserves in equity. BM&FBOVESPA considered in this calculation an estimated turnover between 11% and 20%, i.e. the estimated number of options which will not vest due to employees who opt to leave BM&FBOVESPA or whose employment is terminated before achieving vested rights to exercise the options.

At December 31, 2014, BM&FBOVESPA used 2.07% (2013 - 1.69%) of the total limit of 2.5% of the capital for stock option grants, leaving 0.43% of the capital for new programs. When the options are exercised by the beneficiaries, new shares will be issued, by increasing the capital of BM&FBOVESPA, or treasury shares will be used.

In general, the exercise price per share is equal to the average closing price of the 20 trading days preceding the date of grant, subject to vesting periods for its exercise. The Board of Directors may determine, when each Share Option Plan is launched, that beneficiaries receive a discount as high as 20% in the option exercise price, applied to the basic value determined in the manner described above.

In the specific case of the Additional Stock Options Program, the discount on the additional stock options exercise price may exceed 20% and may be defined at the discretion of the Board of Directors or the Compensation Committee, as applicable, as long as the conditions for a beneficiary's acquisition of Company-issued shares and the restricted transfer of such shares under the Stock Option Program are complied with.

As for the specific Board of Directors grant, under the Stock Option Plan rules, the exercise price of options is the average closing price of shares in the twenty trading days preceding the option grant date, at no discount.

The conditions of the programs provide that the option can be exercised after the expiration of each vesting period, limited to a maximum term set forth in the Program. After the vesting period ends, the option may be exercised wholly or partially. If the option is exercised in part, the holder may exercise the remainder within the established exercise period. The option not exercised within the exercise period and under conditions stipulated in the respective programs shall be forfeited automatically, without right to compensation.

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

In the event of termination of the beneficiary's relationship with BM&FBOVESPA because of dismissal or resignation, or upon dismissal or termination of service agreement without cause or through resignation: (i) vested options can be exercised within the maximum exercise period set forth in the program, and (ii) unvested options shall be forfeited without right to compensation.

If the beneficiary dies or becomes permanently disabled from performing his or her normal job in BM&FBOVESPA, the rights arising from the options can be exercised, as appropriate, by the beneficiary or his or her heirs and successors, who may exercise such rights, whether or not the initial vesting periods have ended, for a period of one year from the date of death or permanent disability, after which the rights shall be forfeited without right to compensation.

Total options granted

Plan	Grant date	Vesting period	Exercise price (R$ per share)	Granted	Exercised and canceled in prior periods	Canceled and lapsed at 12/31/2014	Exercised at 12/31/2014	Outstanding contracts at 12/31/2014	Fair value of options on grant date (R$ per share)
Program 2008	12/19/2008	6/30/2009	5.174	1,132,966	(1,104,841)	-	**(6,075)**	**22,050**	3.71
	12/19/2008	6/30/2010	5.174	1,132,966	(1,075,366)	-	**(13,275)**	**44,325**	3.71
	12/19/2008	6/30/2011	5.174	1,132,959	(1,055,259)	-	**(25,700)**	**52,000**	3.71
	12/19/2008	6/30/2012	5.174	1,132,959	(980,022)	-	**(92,900)**	**60,037**	3.71
				4,531,850	(4,215,488)	-	**(137,950)**	**178,412**	
Program 2009	3/1/2009	12/31/2009	6.60	2,486,750	(2,316,540)	-	**(70,630)**	**99,580**	2.93
	3/1/2009	12/31/2010	6.60	2,486,750	(2,210,550)	-	**(127,600)**	**148,600**	2.93
	3/1/2009	12/31/2011	6.60	2,486,750	(2,097,340)	-	**(222,410)**	**167,000**	2.93
	3/1/2009	12/31/2012	6.60	2,486,750	(1,885,000)	-	**(395,150)**	**206,600**	2.93
				9,947,000	(8,509,430)	-	**(815,790)**	**621,780**	
Program 2010	1/3/2011	1/3/2011	12.91	3,488,000	(1,430,125)	**(212,125)**	**(90,625)**	**1,755,125**	4.50
	1/3/2011	1/3/2012	12.91	3,488,000	(1,376,125)	**(234,125)**	**(90,625)**	**1,787,125**	4.50
	1/3/2011	1/3/2013	12.91	3,488,000	(1,301,875)	**(267,125)**	**(129,375)**	**1,789,625**	4.50
	1/3/2011	1/3/2014	12.91	3,488,000	(1,167,875)	**(285,125)**	**(183,000)**	**1,852,000**	4.50
				13,952,000	(5,276,000)	**(998,500)**	**(493,625)**	**7,183,875**	

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

Total options granted (Continued)

Plan	Grant date	Vesting period	Exercise price (R$ per share)	Granted	Exercised and canceled in prior periods	Canceled and lapsed at 12/31/2014	Exercised at 12/31/2014	Outstanding contracts at 12/31/2014	Fair value of options on grant date (R$ per share)
Program 2011	1/2/2012	1/2/2013	10.07	3,180,500	(1,783,625)	**(148,750)**	**(613,575)**	**634,550**	2.79
	1/2/2012	1/2/2014	10.07	3,180,500	(471,875)	**(145,000)**	**(1,446,775)**	**1,116,850**	2.79
	1/2/2012	1/2/2015	10.07	3,180,500	(534,375)	**(206,250)**	**(32,500)**	**2,407,375**	2.79
	1/2/2012	1/2/2016	10.07	3,180,500	(559,375)	**(287,500)**	**(7,500)**	**2,326,125**	2.79
				12,722,000	(3,349,250)	**(787,500)**	**(2,100,350)**	**6.484,900**	
Additional Program 2011	1/2/2012	1/2/2015	5.04	1,336,345	(143,865)	**(55,098)**	**(49,435)**	**1,087,947**	4.19
	1/2/2012	1/2/2017	5.04	1,336,345	(164,920)	**(146,131)**	**-**	**1,025.294**	4.19
				2,672,690	(308,785)	**(201,229)**	**(49,435)**	**2,113,241**	
Program 2012	1/2/2013	1/2/2014	10.78	2,481,509	(162,500)	**(86,250)**	**(947,650)**	**1,285,109**	5.55
	1/2/2013	1/2/2015	10.78	2,481,509	(175,000)	**(111,250)**	**(12,500)**	**2,182,759**	5.55
	1/2/2013	1/2/2016	10.78	2,481,509	(187,500)	**(151,250)**	**-**	**2,142,759**	5.55
	1/2/2013	1/2/2017	10.78	2,481,509	(187,500)	**(176,250)**	**-**	**2,117,759**	5.55
				9,926,036	(712,500)	**(525,000)**	**(960,150)**	**7,728,386**	
Additional Program 2012	1/2/2013	1/2/2016	6.74	1,098,045	(52,833)	**(68,594)**	**-**	**976,618**	6.98
	1/2/2013	1/2/2018	6.74	1,098,045	(52,832)	**(85,318)**	**-**	**959,895**	6.98
				2,196,090	(105,665)	**(153,912)**	**-**	**1,936,513**	
Program 2013	1/2/2014	1/2/2015	8.73	2,487,078	-	**(11,250)**	**-**	**2,475,828**	3.43
	1/2/2014	1/2/2016	8.73	2,487,077	-	**(43,750)**	**-**	**2,443,327**	3.43
	1/2/2014	1/2/2017	8.73	2,487,077	-	**(68,750)**	**-**	**2,418,327**	3.43
	1/2/2014	1/2/2018	8.73	2,487,077	-	**(68,750)**	**-**	**2,418,327**	3.43
				9,948,309	-	**(192,500)**	**-**	**9,755,809**	
Additional Program 2013	1/2/2014	1/2/2017	5.46	1,546,394	-	**(60,449)**	**-**	**1,485,945**	4.33
	1/2/2014	1/2/2019	5.46	1,546,381	-	**(60,446)**	**-**	**1,485,935**	4.33
				3,092,775	-	**(120,895)**	**-**	**2,971,880**	
Board of Directors grant 2013	1/2/2014	4/30/2017	10.92	330,000	-	**(33,000)**	**-**	**297,000**	2.98
				330,000	-	**(33,000)**	**-**	**297,000**	
Total Programs				**69.318.750**	**(22,477,118)**	**(3,012,536)**	**(4,557,300)**	**39,271,796**	

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

Total options exercised

	BM&FBOVESPA Plan	
Exercise period	**Average market price (R$ per share)**	**Number of options exercised**
Options exercised in 1Q14	10.27	535,460
Options exercised in 2Q14	11.60	1,248,225
Options exercised in 3Q14	13.02	2,685,265
Options exercised in 4Q14	11.37	88,350
Total options exercised in 2014		**4,557,300**

Changes in the consolidated statements

	Number
Balance at December 31, 2012	**29,920,085**
Options granted	12,122,126
Options exercised (Note 15(b))	(5,923,061)
Options cancelled and lapsed	(2,648,602)
Balance at December 31, 2013	**33,470,548**
Options granted	13,371,084
Options exercised (Note 15(b))	(4,557,300)
Options cancelled and lapsed	(3,012,536)
Balance at December 31, 2014	**39,271,796**

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

Dilution percentage

	BM&FBOVESPA									Total	2014
Grant date	**12/19/2008**	**3/1/2009**	**1/3/2011**	**1/2/2012**	**1/2/2012**	**1/2/2013**	**1/2/2013**	**1/2/2014**	**1/2/2014**	**1/2/2014**	
Outstanding stock options	178,412	621,780	7,183,875	6,484,900	2,113,241	7,728,386	1,936,513	9,755,809	2,971,880	297,000	39,271,796
Shares outstanding											1,808,178,556
Dilution percentage	0.01%	0.03%	0.40%	0.36%	0.12%	0.43%	0.11%	0.54%	0.16%	0.02%	2.18%

	BM&FBOVESPA							2013 Total
Grant date	**12/19/2008**	**3/1/2009**	**1/3/2011**	**1/2/2012**	**1/2/2012**	**1/2/2013**	**1/2/2013**	
Outstanding stock options	316,362	1,437,570	8,676,000	9,372,750	2,363,905	9,213,536	2,090,425	33,470,548
Shares outstanding								1,893,582,856
Dilution percentage	0.02%	0.08%	0.46%	0.49%	0.12%	0.49%	0.11%	1.77%

Effects arising from the exercise of options

	2014	**2013**
Amount received from exercise of options	**44,220**	51,985
(-) Cost of treasury shares disposed of	**(49,559)**	(60,809)
Effect from disposal of shares	**(5,339)**	(8,824)

Option pricing model

To determine the fair value of the options granted, BM&FBOVESPA took into account in a consistent manner the following aspects:

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

a) The model of stock options granted by BM&FBOVESPA permits the early exercise from a future vesting date occurring between the grant date and the expiry date;

b) The shares underlying the options pay dividends between the grant date and the expiry date.

Accordingly, these options have characteristics of the European model (early exercise is not allowed) until the vesting date and characteristics of the American model (possibility of early exercise) between the vesting date and the expiry date. This type of option is known as "Bermuda" or "Mid-Atlantic style" options and their price must be between the price of a European option and the price of an American option with similar characteristics. In relation to the dividend payment, there are two impacts on the price of this option: (i) the fall in share prices after the dates on which they become ex-dividend, and (ii) the influence of such payments on the decision to exercise the option early.

Considering the aspects above, a modified Binomial method (Cox-Ross-Rubinstein) was used to determine the fair value of the options granted, considering two distinct periods for the possibility of early exercise (before and after the vesting dates). This method produces results which are equivalent to the results of the Black & Scholes model for non-complex European options, having the advantage of combining the characteristics of early exercise and dividend payment associated with the stock option at issue.

The main assumptions used in pricing the options were:

a) The options were valued based on the market parameters effective on each of the grant dates of the different plans;

b) To estimate the risk-free interest rate, the future interest contracts negotiated for the maximum exercise period of the options were considered;

c) Since BM&FBOVESPA was a recently listed entity at the time the BM&F S.A. plan was granted and the BM&FBOVESPA plan was granted for the first time, historical volatility did not provide sufficient information on share volatility, considering the contractual term for exercising the options. As a result, BM&FBOVESPA used the implied volatility of similar entities (international stock exchanges) as a basis for estimating the volatility of its shares over periods in which liquidity was sufficient to guarantee the quality of the data gathered;

18. Employee benefits (Continued)

a) Stock options - long-term benefit (Continued)

d) In order to determine the volatility applied by the pricing model of the second to fifth grants of the BM&FBOVESPA plan, three measures commonly employed in finance were evaluated: (i) implied volatility, (ii) volatility estimated via autoregressive model (GARCH) and; (iii) volatility estimated via exponential weighted moving average (EWMA). Although the exclusive use of implied volatilities, i.e. volatilities computed based on observable market prices offers more accurate estimates, stock options trading had low liquidity on the dates of grant and lower maturities. Thus, BM&FBOVESPA used the average between the implied volatility observed and the estimated volatility via EWMA model to estimate the volatility of its shares, since the results obtained from using the GARCH model were not satisfactory;

e) The share prices were adjusted in order to reflect the impact of dividend payments; and

f) The maximum period for exercising the options granted was used as expiry date of the options.

Other usual assumptions related to option pricing models, such as inexistence of arbitrage opportunities and constant volatility over time were also considered in the calculation.

b) Supplementary pension plan

The pension plan “Fundo de Pensão Multipatrocinado das Instituições do Mercado Financeiro e de Capitais (Mercaprev)” is structured as a defined contribution (DC) plan and is sponsored by BM&FBOVESPA among other entities, with voluntary participation open to all employees.

18. Employee benefits (Continued)

b) Supplementary pension plan (Continued)

The participant's monthly contribution is the sum of 1% contribution of a "*Unidade Previdenciária* - UP" (equivalent to R$ 3,000.00 and adjusted through bargaining agreement) plus the percentage chosen by the employee between 1% to 7% of the value above one "UP" up to the limit of the participant's salary. The sponsor's monthly contribution is a 100% match of the value chosen by the participant. BM&FBOVESPA has no obligation to make payments in addition to its contribution as a sponsor. In the event of termination of employment prior to the expected retirement date, the participant may keep the plan under the rules established by the regulation or request the enrollment cancellation, in which case he or she may opt for: (i) the portability of 100% of the balance of the reserves composed of the participant's contributions and according to the length of employment, up to 90% of the balance of the reserves composed of contributions from the sponsor, or (ii) the redemption of 100% of the balance of the reserves composed of contributions from the participant and according to the length of employment, up to 50% of the balance of the reserves composed of contributions from the sponsor. In any of the options above there is no additional cost to BM&FBOVESPA.

c) Post-employment health care benefit

BM&FBOVESPA maintains a post-retirement health care plan for a group of employees and former employees. At December 31, 2014, the actuarial liabilities related to this plan amounted to R$28,371 (2013 - R$25,940), calculated using the following assumptions:

	2014	2013
Discount rate	**6.2% p.a.**	6.5% p.a.
Economic inflation	**5.0% p.a.**	4.5% p.a.
Medical inflation	**3.0% p.a.**	3.0% p.a.
Mortality table	**AT-2000**	AT-2000

Average life expectancy in years of a pensioner retiring at age 65 is as follows:

Retirement at the balance sheet date (age 65)	20 years
Retirement in 25 years (age 40 today)	20 years

18. Employee benefits (Continued)

c) Post-employment health care benefit (Continued)

The changes in the defined benefit obligation in the year were as follows:

	2014	2013
At beginning of year	**25,940**	27,533
Current service cost	**46**	173
Past service cost	**1,110**	3,758
Interest cost	**2,883**	2,366
Benefit paid by the plan	**(900)**	(822)
Effect of changes in financial assumptions	**642**	(11,408)
Effect of plan experience	**(1,350)**	4,340
At end of year	**28,371**	25,940

The amounts recognized in P&L are as follows:

	2014	2013
Current service cost	**46**	173
Interest on defined benefit obligation	**2,883**	2,367
Past service cost	**1,110**	-
Total included in P&L for the year	**4,039**	2,540

The amounts recognized in comprehensive income are as follows:

	2014	2013
Effect of changes in financial assumptions	**642**	(11,408)
Effect of plan experience	**(1,350)**	4,340
Past service cost	**-**	3,758
Total included in P&L for the year	**(708)**	(3,310)

18. Employee benefits (Continued)

c) Post-employment health care benefit (Continued)

The sensitivity of the actuarial liability at December 31, 2014 to the changes in key assumptions is as follows:

	0.5% increase	0.5% decrease
Discount rate	(1,803)	1,999
Medical inflation	2,053	(1,832)

	Life expectancy + 1	Life expectancy - 1
Mortality table	1,202	(1,181)

19. Income and social contribution taxes

a) Deferred income and social contribution taxes

The balances of deferred tax assets and liabilities are as follows:

Description	BM&FBOVESPA and Consolidated 2014	2013
Tax, civil and labor contingencies	**20,360**	16,554
Tax loss carryforwards	**29,107**	29,107
Exchange variation on issue of debt abroad	**185,753**	120,499
Other temporary differences	**39,561**	36,877
Total deferred tax assets	**274,781**	203,037
Goodwill amortization (1)	**(2,849,923)**	(2,295,347)
Other	**(9,383)**	(427)
Total deferred tax liabilities	**(2,859,306)**	(2,295,774)
Deferred taxes, net	**(2,584,525)**	(2,092,737)

(1) Deferred income and social contribution tax liabilities arising from temporary differences between the tax base of goodwill and its carrying amount on the balance sheet, considering that goodwill is still amortized for tax purposes, but is no longer amortized for accounting purposes as from January 1, 2009, resulting in a tax base smaller than the carrying amount of goodwill. This temporary difference may result in amounts becoming taxable in future periods, when the carrying amount of the asset will be reduced or settled, thus requiring the recognition of a deferred tax liability.

19. Income and social contribution taxes (Continued)

a) Deferred income and social contribution taxes (Continued)

Changes in deferred tax assets and liabilities during the year:

	BM&FBOVESPA and Consolidated			
	2013	Debt (credit) in the income statement	Debt (credit) in comprehensive income	2014
Deferred tax assets				
Tax, civil and labor contingencies	16,554	**3,806**	**-**	**20,360**
Deferred assets on tax loss carryforwards	29,107	**-**	**-**	**29,107**
Exchange variation on issue of debt abroad	120,499	**-**	**65,254**	**185,753**
Other temporary differences	36,877	**2,684**	**-**	**39,561**
Total deferred tax assets	203,037	**6,490**	**65,254**	**274,781**
Deferred tax liabilities				
Goodwill amortization	(2,295,347)	**(554,576)**	**-**	**(2,849,923)**
Other	(427)	**(8,714)**	**(242)**	**(9,383)**
Total deferred tax liabilities	(2,295,774)	**(563,290)**	**(242)**	**(2,859,306)**
Deferred taxes, net	(2,092,737)	**(556,800)**	**65,012**	**(2,584,525)**

b) Estimated realization period

Deferred income and social contribution tax assets arising from temporary differences are recorded in the books taking into consideration their probable realization, based on projections of future results prepared based on internal assumptions and future economic scenarios that may, accordingly, not materialize as expected.

Deferred tax assets (including tax loss carryforwards of R$29,107) are expected to be realized in the amount of R$9,354 within one year and R$265,427 after one year and realization of deferred tax liabilities is expected to occur after one year. At December 31, 2014 the present value of the deferred tax assets, considering their expected realization, is R$168,365.

Since the income and social contribution tax base arises not only from the profit that may be generated, but also from the existence of nontaxable income, nondeductible expenses, tax incentives and other variables, there is no immediate correlation between BM&FBOVESPA net income and the income subject to income and social contribution taxes. Therefore, the expected use of tax assets should not be considered as the only indicator of future income of BM&FBOVESPA.

19. Income and social contribution taxes (Continued)

b) Estimated realization period (Continued)

The balance of goodwill that is deductible for income and social contribution tax purposes amounts to R$4,774,932 at December 31, 2014 (2013 - R$6,406,038).

The realization of the deferred tax liabilities will occur as the difference between the tax base of goodwill and its carrying amount is reversed, that is, when the carrying amount of the asset is either reduced or settled.

c) Reconciliation of income and social contribution tax expense

Reconciliation of the income and social contribution tax amounts recorded in P&L (Company and consolidated) and their respective amounts at statutory rates are as under:

	BM&FBOVESPA	
	2014	**2013**
Continued Operation	**1,642,148**	1,685,880
Discontinued operation	**(7,692)**	(388)
Income before income and social contribution taxes	**1.634.456**	1.685.492
Income and social contribution taxes before additions and exclusions computed at the statutory rate of 34%	**(555,715)**	(573,067)
Additions:	**(177,812)**	(106,539)
Stock option plan	**(9,794)**	(9,566)
Nondeductible expenses - permanent (1)	**(35,866)**	(32,125)
Income abroad	**(81,020)**	(64,848)
Refis tax program (Note 14(e))	**(51,132)**	-
Exclusions:	**76,100**	75,610
Equity pickup	**76,100**	58,610
Interest on equity	**-**	17,000
Other	**24**	20
Income and social contribution taxes	**(657,403)**	(603,976)

19. Income and social contribution taxes (Continued)

c) Reconciliation of income and social contribution tax expense (Continued)

	Consolidated	
	2014	**2013**
Continued Operation	**1,646,680**	1,687,884
Discontinued operation	**(7,807)**	(349)
Income before income and social contribution taxes	**1,638,873**	1,687,535
Income and social contribution taxes before additions and exclusions computed at the statutory rate of 34%	**(557,217)**	(573,762)
Additions:	**(175,900)**	(108,110)
Stock option plan	**(9,794)**	(9,566)
Nondeductible expenses - permanent (1)	**(33,954)**	(33,697)
Income abroad	**(81,020)**	(64,847)
REFIS tax program (Note 14(e))	**(51,132)**	-
Exclusions:	**72,134**	75,264
Equity pickup	**72,134**	58,264
Interest on equity	**-**	17,000
Other	**24**	20
Income and social contribution taxes	**(660,959)**	(606,588)

d) Taxes recoverable and prepaid

Taxes recoverable and prepaid are as follows:

	BM&FBOVESPA	
Description	**2014**	**2013**
Prepaid IRPJ/CSLL - current year	**28**	7,989
IRRF - Financial investments - current year	**73,407**	49,252
IRPJ and CSLL tax losses - prior years	**2,654**	13,904
Recoverable taxes paid abroad	**56,260**	24,765
PIS/COFINS recoverable	**27,645**	20,138
Other taxes	**6,150**	4,332
Total	**166,144**	120,380

19. Income and social contribution taxes (Continued)

d) Taxes recoverable and prepaid (Continued)

Description	Consolidated	
	2014	2013
Prepaid IRPJ/CSLL - current year	**447**	7,988
IRRF - Financial investments - current year	**73,407**	49,252
IRPJ and CSLL tax losses - prior years	**2,654**	13,904
Recoverable taxes paid abroad	**55,841**	24,765
PIS/COFINS recoverable	**27,645**	20,138
Other taxes	**6,160**	4,349
Total	**166,154**	120,396

e) Transitional Taxation Regime (RTT)

Revenue Procedure No. 1397, published September 16, 2013, and Law No. 12973/2014, published May 13, 2014, as passed from Executive Order No. 627/2013, significantly changed the federal tax regulations, especially insofar as they refer to the adjustments required for termination of the Transitional Taxation Regime introduced by Law No. 11941, of May 27, 2009. Law No. 12973/2014 will be effective from calendar year 2015 (article 119), with an option for early adoption as of calendar year 2014 (article 75).

Based on management's analysis on the potential tax impacts from the new provisions of Law No. 12973/2014, BM&FBOVESPA opted for adopting the provisions of articles 1, 2 and 4 to 70th of said Law for calendar year 2014, under the terms and conditions established in the regulation issued by Brazil's IRS.

20. Revenue

	BM&FBOVESPA		Consolidated	
	2014	**2013**	**2014**	**2013(*)**
Trading, clearing and settlement system - BM&F	**866,595**	916,530	**866,577**	916,530
Derivatives	**850,607**	897,098	**850,607**	897,098
Exchange	**15,988**	19,424	**15,970**	19,424
Assets	**-**	8	**-**	8
Trading, clearing and settlement system - Bovespa (1)	**977,374**	1,023,978	**977,373**	1,023,978
Trading – trading fees	**162,620**	192,985	**162,620**	192,985
Transactions – clearing and settlement	**793,493**	804,570	**793,493**	804,570
Other	**21,261**	26,423	**21,260**	26,423
Other revenue	**364,600**	393,847	**402,502**	424,448
Securities lending	**81,203**	102,186	**81,203**	102,186
Securities listing	**47,445**	47,126	**47,445**	47,126
Depository, custody and back-office	**117,089**	116,305	**117,089**	116,305
Trading participant access	**39,333**	47,705	**39,333**	47,705
Vendors – quotations and market information	**70,032**	69,236	**70,032**	69,236
Banco – financial intermediation and bank fees	**-**	-	**27,220**	22,023
Other	**9,498**	11,289	**20,180**	19,867
Deductions	**(213,409)**	(236,131)	**(216,019)**	(238,318)
PIS and COFINS	**(184,658)**	(206,711)	**(186,770)**	(208,412)
Service tax	**(28,751)**	(29,420)	**(29,249)**	(29,906)
Revenue	**1,995,160**	2,098,224	**2,030,433**	2,126,638

(*) The balances for FY2013 are being restated in Compliance with CPC31 – Discontinued Operations (Note 24).

(1) In April 2013, given changes in the policies governing the spot market, trading and after-trading fees (transactions) for local institutional investors and day traders were rebalanced, and the fees for the other investors were reduced.

21. Sundry expenses

Description	BM&FBOVESPA 2014	BM&FBOVESPA 2013
Contributions and donations (1)	**24,860**	7,760
Sundry provisions (2)	**10,682**	21,691
Electricity, water and sewage	**10,827**	9,853
Travel	**2,765**	4,080
Expenses with entities abroad	**2,449**	3,406
Rental	**2,619**	2,427
Consumption material	**1,084**	1,394
Minimum trading fees BBM (Note 16)	**1,193**	1,159
Insurance	**848**	947
Transportation	**1,179**	928
Write-off of intangible assets	**2,208**	-
Other	**6,128**	4,354
Total	**66,842**	57,999

Description	Consolidated 2014	Consolidated 2013 (*)
Contributions and donations (1)	**24,945**	7,835
Sundry provisions (2)	**10,776**	21,721
Electricity, water and sewage	**11,010**	10,032
Travel	**3,009**	4,398
Rental	**2,868**	2,868
Consumption material	**1,131**	1,467
Minimum trading fees BBM (Note 16)	**1,193**	1,159
Insurance	**850**	952
Transportation	**1,220**	948
Write-off of intangible assets	**2,208**	-
Other	**6,469**	4,576
Total	**65,679**	55,956

(*) The balances for FY2013 are being restated in Compliance with CPC31 – Discontinued Operations (Note 24).

(1) This mainly refers to transfer of fines for settlement failures from BM&FBOVESPA to BM&FBOVESPA Supervisão de Mercados – BSM, as well as donations to the Foundation for Coordination of Graduate Professionals Training (CAPES), in the context of the Science without Frontiers Program.

(2) Basically refers to the provision for tax, civil and labor contingencies and allowance for doubtful accounts.

22. Financial income (expenses)

	BM&FBOVESPA	
	2014	**2013**
Financial income		
Income from financial assets measured at fair value	**317,408**	264,884
Exchange gains	**26,008**	15,464
Other financial income	**15,043**	16,139
	358,459	296,487
Financial expenses		
Interest and exchange variation on foreign debt	**(96,923)**	(91,636)
Exchange losses	**(27,843)**	(15,674)
Other financial expenses (1)	**(27,627)**	(9,820)
	(152,393)	(117,130)
Financial income	**206,066**	179,357

	Consolidated	
	2014	**2013(*)**
Financial income		
Income from financial assets measured at fair value	**320,667**	267,373
Exchange gains	**26,008**	15,464
Other financial income	**15,086**	16,031
	361,761	298,868
Financial expenses		
Interest and exchange variation on foreign debt	**(96,922)**	(91,636)
Exchange losses	**(27,836)**	(15,677)
Other financial expenses (1)	**(28,846)**	(10,860)
	(153,604)	(118,173)
Financial income	**208,157**	180,695

(*) The balances for FY2013 are being restated in Compliance with CPC31 – Discontinued Operations (Note 24).

(1) The balance for 2014 includes the amount of R$18,105 referring to interest arising from the Tax Recovery Program (REFIS) (Note 14 (e)).

23. Segment information

We present below consolidated information based on reports used by the Executive Board for making decisions, comprising the following segments: Bovespa, BM&F, Institutional and Corporate Products. Due to the nature of the business, the Executive Board does not use any information on assets and liabilities by segment to support decision-making.

BM&F Segment

The BM&F segment covers the main steps of the cycles of trading and settlement of securities and contracts: (i) trading systems in an environment of electronic trading and trading via internet (WebTrading), (ii) recording, clearing and settlement systems, integrated with a risk management system to ensure the proper settlement of the transactions recorded, and (iii) custodian systems for agribusiness securities, gold and other assets.

In addition, this segment includes the trading of commodities, foreign exchange, and public debt, and services provided by BM&FBOVESPA Bank.

Bovespa Segment

Bovespa Segment covers the various stages of the trading cycle of fixed and variable income securities and equity securities on stock and over-the-counter (OTC) markets. BM&FBOVESPA manages the national stock exchange and OTC markets for trading of variable income securities, including stocks, stock receipts, Brazilian Depository Receipts, stock derivatives, subscription warrants, various types of closed-end investment fund shares, shares representing audiovisual investment certificates, non-standard options (warrants) to purchase and sell securities and other securities authorized by the CVM.

Institutional and Corporate Products Segment

Mainly refers to services provided as depository of securities, as well as lending and listing of securities (registration in BM&FBOVESPA systems of issuers of securities for trading), data services and classification of commodities, and technological products.

23. Segment information (Continued)

	2014			
	Consolidated			
	BM&F Segment	Bovespa Segment	Institutional and Corporate Products Segment	Total
Trading, clearing and settlement system	**866,577**	**977,373**	**402,502**	**2,246,452**
Deductions	**(84,658)**	**(97,697)**	**(33,664)**	**(216,019)**
Revenue	**781,919**	**879,676**	**368,838**	**2,030,433**
Adjusted expense	**(211,063)**	**(191,526)**	**(183,505)**	**(586,094)**
Depreciation and amortization	**(52,308)**	**(39,818)**	**(27,007)**	**(119,133)**
Stock options	**(10,175)**	**(9,164)**	**(9,466)**	**(28,805)**
Allowance for doubtful accounts and other provisions	**(4,499)**	**(5,893)**	**(4,102)**	**(14,494)**
Transfer of fines	**(2,405)**	**(3,023)**	**(703)**	**(6,131)**
Other	**(19,385)**	**(24,364)**	**(5,664)**	**(49,413)**
Total expenses	**(299,835)**	**(273,788)**	**(230,447)**	**(804,070)**
P&L	**482,084**	**605,888**	**138,391**	**1,226,363**
Equity pickup				**212,160**
Financial income				**208,157**
Income and social contribution taxes				**(660,959)**
Discontinued operations (Note 24)				**(7,807)**
Net income for the year	**482,084**	**605,888**	**138,391**	**977,914**

23. Segment information (Continued)

	2013 (*)			
	Consolidated			
	BM&F Segment	Bovespa Segment	Institutional and Corporate Products Segment	Total
Trading, clearing and settlement system	916,530	1,023,978	424,448	2,364,956
Deductions	(92,704)	(106,471)	(39,143)	(238,318)
Revenue	823,826	917,507	385,305	2,126,638
Adjusted expense	(170,388)	(214,956)	(183,482)	(568,826)
Depreciation and amortization	(41,007)	(53,085)	(25,442)	(119,534)
Stock options	(8,858)	(10,231)	(9,047)	(28,136)
Allowance for doubtful accounts and other provisions	(8,671)	(9,116)	(4,983)	(22,770)
Transfer of fines	(236)	(250)	(75)	(561)
Other	(21,438)	(22,706)	(6,843)	(50,987)
Total expenses	(250,598)	(310,344)	(229,872)	(790,814)
P&L	573,228	607,163	155,433	1,335,824
Equity pickup				171,365
Financial income				180,695
Income and social contribution taxes				(606,588)
Discontinued operations (Note 24)				(349)
Net income for the year	573,228	607,163	155,433	1,080,947

(*) The balances for FY2013 are being restated in Compliance with CPC31 – Discontinued Operations (Note 24).

24. Discontinued operations

BM&FBOVESPA had been considering its interest in Bolsa Brasileira de Mercadorias over the past few years and determined that the assumptions regarding the expected supplementation of activities performed by Bolsa Brasileira de Mercadorias in the commodities market and activities performed by BM&FBOVESPA (then BM&F) in the futures market would represent opportunities to both entities did not materialize. In this context, BM&FBOVESPA put forward some proposals for discussion with the Board of Directors of Bolsa Brasileira de Mercadorias with a view to realigning the structure of Bolsa Brasileira de Mercadorias. Given that those proposals did not evolve as expected by BM&FBOVESPA, it decided to dispose of its interest in Bolsa Brasileira de Mercadorias, having ceased to act in the capacity of Founding Member.

This decision was informed to the Extraordinary General Meeting held by Bolsa Brasileira de Mercadorias on December 16, 2014, when the matter was deliberated upon and approval was given to the conditions required of BM&FBOVESPA to cease to act in the capacity of Founding Member and to waive its rights and duties. Moreover, an agreement was entered into by Bolsa Brasileira de Mercadorias and BM&FBOVESPA, whereby the former irrevocably and unconditionally relieves the latter from its obligations as a member, and from any responsibility for the liabilities and contingencies of Bolsa Brasileira de Mercadorias, whether currently known or to exist in the future, except in case of malicious intent or gross negligence by BM&FBOVESPA, fully acknowledged in a final judgment. With the waiver to the equity securities issued by Bolsa Brasileira de Mercadorias owned by BM&FBOVESPA and related disassociation from Bolsa Brasileira de Mercadorias, BM&FBOVESPA recognized the investment disposal in the amount of R$ 7,539, based on its book value as at November 30, 2014.

The results from discontinued operations for 2014 and 2013 are summarized below:

24. Discontinued operations (Continued)

Net result from discontinued operations

		BBM
	11/30/2014	**2013**
Operating revenue	**3,326**	3,939
Members' contributions - BM&FBOVESPA	**1,094**	1,242
Members' contributions - Other	**1,132**	1,159
Net operating revenue	**5,552**	6,340
General and administrative expenses	**(6,366)**	(7,327)
Depreciation and amortization	**(110)**	(127)
Provision for contingencies/Allowance for doubtful accounts	**(302)**	(75)
Financial income	**958**	840
Deficit for the period/year	**(268)**	(349)
Investment disposal	**(7,539)**	-
Result from discontinued operations, net of taxes	**(7,807)**	(349)

24. Discontinued operations (Continued)

Balance sheet

Assets	BBM 11/30/2014
Current assets	**15,089**
Cash and equivalents and short-term investments	**14,001**
Trade and other receivables	**1,088**
Noncurrent assets	**1,488**
Property and equipment	**1,488**
Total	**16,577**
Liabilities and equity	
Current liabilities	**2,103**
Trade payables	**368**
Payroll and related charges	**578**
Provision for taxes payable and other charges	**1,157**
Noncurrent liabilities	**398**
Provision for contingencies	**398**
Equity	**14,076**
Total	**16,577**

Cash flow from discontinued operations

	BBM 11/30/2014
Cash flow from operating activities	**119**
Cash flow from investing activities	**(25)**
Cash flow from financing activities	**(92)**
Net cash generated	**2**

25. Other information

a) BM&FBOVESPA seeks advice from insurance brokers to ensure that it has a sufficient level of insurance cover for its size and operations. The main coverage in its insurance policies at December 31, 2014 is shown below:

Insurance line	Amount insured
Amounts at risk, property damages, buildings and equipment	572,187
Civil liability	134,000
Works of art	16,133

b) Associação Profissionalizante BM&FBOVESPA (APBM&FBOVESPA) is a not-for-profit entity engaged in promoting educational, social welfare and sports activities. The sports-related initiatives included offering support to the BM&FBOVESPA Athletics Club and sponsorship to athletes (these activities were incorporated by specific association, known as Clube de Atletismo BM&FBOVESPA in July 2013). APBM&FBOVESPA is supported by the BM&FBOVESPA Institute, a not-for-profit association that has BM&FBOVESPA as its founding member.

APBM&FBOVESPA is a defendant in judicial and administrative proceedings involving tax matters, assessed as probable loss, most of which are related to questioning by Brazilian IRS about social security taxes allegedly owed by APBM&FBOVESPA on payments made to third parties and on sponsorships to athletes of the Clube de Atletismo BM&FBOVESPA. If the outcome of these proceedings is not favorable to APBM&FBOVESPA, BM&FBOVESPA may have to provide funds to maintain the activities of such club. The amount involved in said proceedings at December 31, 2014 is R$17,552.

26. Subsequent events

a) BM&FBOVESPA repurchased 5,786,300 shares between January 1 and 23, 2015, observing the lock-up period as determined by CVM Instruction No. 358, under the Share Buyback Program approved by the Board of Directors on December 11, 2014 (Note 15(b)).

b) At a meeting held on February 10, 2015, the Board of Directors approved the distribution of supplementary dividends relating to the year ended December 31, 2014 in the amount of R$185,941, to be approved by the General Shareholders' Meeting. Furthermore, the cancellation of 85,000,000 treasury shares issued by BM&FBOVESPA, and acquired within the scope of share buyback programs, was proposed and approved in that meeting.

26. Subsequent events (Continued)

c) Stock options - long-term benefit

Pursuant to the Notice to the Market published February 4, 2015, BM&FBOVESPA decided to offer to the beneficiaries of the Company's Stock Options Plan (respectively "Beneficiaries" and "Options") the following choices: (i) remaining as holders of their Options, or (ii) cancelling their outstanding Options and receiving an amount in cash with respect to those Options which had already vested ("Vested Options"), or receiving shares of the Company, to be transferred in future dates, with respect to those Options which had not yet vested ("Non-vested Options").

The shares received with respect to the cancellation of Non-vested Options are subject to the Stock Grant Plan approved by the Company in an Extraordinary General Meeting on May 13, 2014.

This decision also considered the aspects of Law No. 12973/14, which among other topics addresses the deductibility, for the purposes of calculating taxable profit, of the expenses associated with equity instruments granted to beneficiaries of incentive plans.

The amounts to be paid in cash and granted in shares for cancellation of the Options, as defined in CPC 10 (R1), were calculated based on the fair value ("Fair Value") of the Options on January 5, 2015, and the results of these calculations were reviewed and validated by specialized external consultants.

26. Subsequent events (Continued)

c) Stock options - long-term benefit (Continued)

The cancelled Vested Options resulted in cash payments equivalent to the Fair Value of those Options. The cancelled Non-vested Options, meanwhile, resulted in the granting of a number of Company shares which was calculated based on the Fair Value of the Non-vested Options on January 5, 2015 and on the closing price of the shares on the same date (R$9.22).

	# of outstanding		Converted vested options		Converted non-vested options	
Programs	options (Dec/14)	Fair value (R$)	# of options (1)	Total fair value (R$)	# of options	# of shares
2008	178,412	4.48	173,412	776,886	-	-
2009	621,780	3.72	581,780	2,164,222	-	-
2010	7,183,875	1.94	6,498,875	12,607,818	-	-
2011	6,484,900	3.37	3,971,275	13,383,197	2,257,375	825,138
2012	7,728,386	3.45	3,391,618	11,701,082	4,228,018	1,582,170
2013	9,755,809	4.09	2,414,578	9,875,624	7,243,731	3,213,606
2011 additional	2,113,241	4.90	1,025,300	5,023,970	1,025,280	544,906
2012 additional	1,936,513	4.34	-	-	1,919,785	903,694
2013 additional	2,971,880	4.87	-	-	2,971,880	1,569,771
Total	38,974,796		18,056,838	55,532,798	19,646,069	8,639,285

(1) Does not include the 1,259,389 Options awarded in the past to employees who have recently left BM&FBOVESPA, which had different exercise dates and therefore different fair values than those described above. The cancelation of these Options will result in cash payments of R$839.

(2) 12.5 thousand Options will not be converted, since the Beneficiaries did not adhere to the Company's proposal.

The shares granted in exchange for the cancelled Non-vested Options will be subject to the same rules in cases of dismissal, disablement, death or retirement. The 8,639,285 shares relating to this grant represent a 56% decrease in the potential share dilution that would be determined as compared to the previous condition. Furthermore, these shares will have dates for transfer that are the same as the vesting periods established for each Option program and will be transferred to the Beneficiaries in January each year: 3,139,275 in 2016; 3,192,082 in 2017; 1,523,046 in 2018; and 784,882 in 2019.

26. Subsequent events (Continued)

c) Stock options - long-term benefit (Continued)

The cash payment made with respect to the cancellation of the Vested Options will impact the financial statements of BM&FBOVESPA for 2015 as follows:

- R$56,372 related to the principal amount (Fair Value of the Vested Options multiplied by the number of Vested Options, per Program), recognized in equity, in the first quarter of 2015, with no impact on the income statement for the period, since these Options had already affected the Company's expenses in previous financial periods (as set forth in CPC 10 (R1) mentioned above); and
- R$33,507 related to payroll charges, recognized as personnel expenses during 2015 (around 80% in the first quarter), with a net impact in the income statement, after deductibility for purposes of computing income tax and social contribution tax, in the amount of R$22,784.

In the case of Non-vested Options, the personnel expenses related to the Options Plan, with no cash impact, to which BM&FBOVESPA was already committed and which would have been recognized between 2015 and 2018, will be replaced with personnel expenses related to the Stock Grant Plan over the same period, also with no cash impact. As the transition was executed at Fair Value, the original values of the Options (now cancelled) will continue to be used as the reference for the expenses of the shares granted (as set forth in CPC 10 (R1)), with no change to the value to be computed over time. The only additional impact will result from the payroll charges (60.3% applied on the value of the shares transferred to the Beneficiaries) which will be provisioned and recognized as personnel expenses proportionate to each year and impact the Company's cash, almost in its entirety, on the date of the transfer of the shares. In other words, throughout 2015, payroll charges will be provisioned in relation to the shares to be transferred to the Beneficiaries in January 2016, and so on for each year thereafter.

BM&FBOVESPA entered into commitments with the Beneficiaries, including executive officers who are related parties, to indemnify them, by undertaking potential liabilities related to tax violation notices. At December 31, 2014, known tax violation notices amounted to R$17.7 million.

* * *

Audit Committee Meeting

Preliminary Information

The Audit Committee of BM&FBOVESPA S.A. is a standing advisory committee of the Board of Directors established under the Bylaws. It is composed of one director and four additional members, one of them being the Financial Specialist. All committee members are independent members and are appointed for two-year terms by the Board of Directors having regard to qualification criteria set forth under applicable law and regulations as well as the better recommended international standards.

Duties and responsibilities

The Management of BM&FBOVESPA S.A. (hereinafter referred to as "BM&FBOVESPA") is responsible for defining and implementing processes and procedures aimed to collect and retrieve data and information required for preparation of financial statements that conform with the corporate legislation and are in accordance with are the accounting principles generally accepted in Brazil and the requirements provided by the Brazilian Securities Commission.

In addition, the Management is responsible for ensuring the internal control processes, policies and procedures adequately safeguard the Company assets, allowing for timely recognition of liabilities and mitigation, down to acceptable levels, of the risk factors to which the Company is exposed.

The Internal Controls, Compliance and Enterprise Risk Department is responsible for overseeing the three environments their name identifies. Moreover, it is responsible for providing the information on which the Audit Committee and the Risk Committee of BM&FBOVESPA rely to operate.

The responsibilities of the Internal Audit Department include assessing the quality of the internal control system of BM&FBOVESPA and the level of compliance with the policies and procedures defined by Management, including the internal control over financial reporting.

The independent auditors are responsible for examining the financial statements in order to give an opinion about the degree of the Company's adherence to applicable rules. As a result of their work (and without prejudice to other reports they prepare within the purview of their auditing function, such as the quarterly financial reports they review), the independent auditors issue a report with their recommendations about accounting procedures and internal controls.

The functions of the Audit Committee are set forth in the Committee Rules, which make provisions regarding the duties prescribed under Brazilian Securities Commission (CVM) Ruling 509/11, and are accessible in the investor relations webpage (tags for "Corporate Governance" and "Bylaws, Codes and Policies") at www.bmfbovespa.com.br.

The judgments of the Audit Committee are based, and its and opinions are formed in reliance on information provided by Management, including representations by Management regarding the information systems, the financial statements and the internal controls over

financial reporting, as well as the work performed by the Internal Controls, Compliance and Enterprise Risk Department, the Internal Audit Department and the Independent Auditors.

Activities of the Audit Committee

The Audit Committee convened in eleven ordinary sessions and two extraordinary sessions over the year, having held 89 meetings with executive officers, internal auditors and independent auditors and other interlocutors. As a director, the Committee Coordinator reports to the Board any material developments occurring at committee level, as they arise.

Meetings with the Board of Executive Officers

The Committee met with the officers and their staff to discuss the structures and operations in each of their functional areas of business, and their work processes, possible deficiencies in control systems and improvement plans.

The topics that required greater attention from the Committee include:

IT and Information Security – Over the course of 2014, the Audit Committee has continued to monitor primarily the progress of efforts to improve Information Technology processes and controls and the implementation of mid- and long-term action plans.

At meetings with the Managing Director for Technology and Information Security and his team, the Committee discussed issues relating to IT personnel management and the construction of the new Data Center. In addition, the Committee followed developments related to the Project for Integration of Clearing Facilities (IPN), in particular the integration of clearing and risk management systems for the Derivatives Clearinghouse, which was implemented in the period. And with the staff of the Internal Audit Department, the Committee discussed the Information Technology General Controls, including, in particular, Information Security and the outcomes of the intrusion detection tests.

Moreover, the Committee reviewed the outcomes of the business continuity tests implemented over the course of 2014, which have been monitored by the internal auditors.

Financial Management and Reporting – At meetings with the Chief Financial Officer and the independent auditors, and when called for with external specialist consultants as well, the Committee discussed issues related to impairment tests carried out for an assessment of the carrying value of goodwill from the merger with Bovespa Holding and the value of the investment in CME Group shares.

Legal Contingencies – With the Legal Department staff, including the lawyers in charge, and the Financial Department staff and the Independent Auditors, the Committee analyzed and discussed the main legal cases ongoing before administrative courts and judicial courts as well as the decisions issued thus far and the prospects for success.

Human Resources – With the Human Resources Department staff, the Audit Committee discussed issues related to compensation and benefits paid to senior management members as well as issues concerning the pension fund plan.

Internal Controls, Enterprise Risk; Other Departments

A unit has been formed to tackle compliance with laws, regulations and other rules. A mapping of regulatory requirements is now set for completion, which will be followed in the second half of 2015 by the process of control self-assessment.

The Committee has reviewed the Enterprise Risk Report, which meets the requirements of CVM Ruling 461/07, and the Internal Controls Report, which has been prepared pursuant to article 3 of National Monetary Council (CMN) Resolution 2,554/97.

Additionally, the Committee receives at regular intervals a summary of all communication between the Company and the Regulatory Agencies and the Judiciary with regard to issues within the purview of this Committee.

In the opinion of the Audit Committee, the procedures oriented towards increasing the effectiveness of internal control and risk management processes are adequate.

Independent Auditors

The Committee has met with the independent auditors for a discussion of the policy to ensure independence is maintained relative to their audit work, and for a verification of absence of conflict of interest concerning work other than the auditing and review of financial statements and reports for which they are engaged by Management. Other topics the Committee discussed with the independent auditors include: analysis of audit risk (including individual components); audit work planning, including nature, scheduling, depth of process, potentially identified points of attention and process to address them in the course of the audits. Additionally, the Committee discussed with EY the outcomes of their audits of processes related to Central Counterparty Risk and IT Risk.

Moreover, during the year, in the outcome of each of their special review of the Company's quarterly financial reports, the Committee met with the independent audit team to discuss their main findings. In addition, before the preliminary audit work and at the end of each audit of the 2014 financial statements, the Committee held special meetings with the auditors to discuss and revisit the matter of residual risks and related procedures.

Every point deemed to be materially important has been addressed for an assessment of risks potentially associated with the financial statements and the mitigation of any such risks through audit and control procedures.

By the year-end the Committee performed a formal assessment of the independent audit work and is of the opinion the quality and volume of information provided are adequate.

The Committee has not identified circumstances which would adversely affect the independence of the external auditors.

Internal Auditors

The Audit Committee is responsible for the technical oversight of the work performed by the Internal Audit Department. The Annual Internal Audit Plan for 2014 was approved by the

Committee, which conducted periodic follow-up sessions regarding the plan execution. The Committee has received and reviewed the internal audit reports, which have been considered to be satisfactory as to scope, methodology and substance.

The Audit Committee implements follow-up processes regarding Action Plans related to audit points identified across audited departments.

By the year-end the Committee performed a formal assessment of the internal audit work, having found that there have been significant improvements in quality of work performed.

Recommendations of the Audit Committee

The action plans executed over the course of 2014 as a result of the Committee's recommendations in previous years have been adequately implemented and duly overseen by the Audit Committee.

Findings

The Audit Committee is of the opinion all material information received by the Committee in the course of work performed over the year, such as described in this report, is adequately disclosed in the Management's Discussion and Analysis and the audited financial statements as of and for the year ended December 31, 2014, which, thus, the Committee recommends for approval by the Board of Directors.

São Paulo, February 10, 2015.

Nelson Carvalho – Committee Coordinator; Financial Specialist; Director of BM&FBOVESPA S.A.

Paulo Roberto Simões da Cunha

Pedro Oliva Marcilio de Sousa

Sérgio Darcy da Silva Alves

Tereza Grossi