

**BM&FBOVESPA S.A. - BOLSA DE
VALORES, MERCADORIAS E FUTUROS**

CNPJ/MF No. 09.346.601/0001-25

NIRE 35.300.351.452

Public Company

MATERIAL FACT

BM&FBOVESPA S.A. - BOLSA DE VALORES, MERCADORIAS E FUTUROS (“Company”), in compliance with the provision of article 157, paragraph 4º, of the Brazilian Corporate Law No. 6,404/76, and the CVM Instruction No. 358/2002 of the Brazilian Securities and Exchange Commission, hereby announces that the Board of Directors of the Company, given that the current program is set to expire on June 30, 2012, at a meeting occurred on this date, has approved the purchase of Company’s shares under the following terms (“Share Buyback Program”), in accordance with the provisions of CVM Instruction No. 10/1980:

- Company’s purpose with the Share Buyback Program: maximize value generation for shareholders through an efficient management of the capital structure;
- Maximum number of shares to be purchased: 60,000,000 of common shares representing 3.11% of the Company’s total outstanding shares;
- Deadline for the purchase of Company’s shares within the scope of the Share Buyback Program: 362 days, starting from July 2nd, 2012 and ending on June 28, 2013 with actual repurchase dates to be decided by the Executive Management;
- Number of free floating shares pursuant to the definition given by article 3, item III, of CVM Instruction No. 361/2002: 1,926,448,102;
- Financial Institutions that will act as intermediary: (a) Credit Suisse Brasil S.A. CTVM, located at Avenida Brigadeiro Faria Lima 3,064, 13th floor, São Paulo, state of São Paulo; (b) Goldman Sachs do Brasil CTVM S.A., located at Av. Presidente Juscelino Kubitschek, 510, 6th floor, São Paulo, state of São Paulo, (c) Link S.A. CCTVM, located at Rua Leopoldo Couto Magalhães Júnior, 758, 8th and 10th floors, São Paulo, state of São Paulo; (d) XP Investimentos CCTVM S.A., located at Avenida das Américas, 3434, Bl. 7, 2nd floor, Rio de Janeiro, state of Rio de Janeiro; and (e) Morgan Stanley Corretora de Títulos e Valores Mobiliários S.A., located at Avenida Brigadeiro Faria Lima 3,600, 6th floor, São Paulo, state of São Paulo.

The shares purchased within the scope of the Share Buyback Program shall be cancelled or used for the exercise of share purchase option by the beneficiaries of the Company's Stock Option Plan.

São Paulo, June 26, 2012

**BM&FBOVESPA S.A. - BOLSA DE VALORES, MERCADORIAS E
FUTUROS**

Eduardo Refinetti Guardia

Chief Financial, Corporate Affairs and Investor Relations Officer