

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

MINUTES OF THE EXTRAORDINARY MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 6, 2019

1. Date, Time and Place: May 6, 2019, via conference call, being considered held at 5:00 p.m., at the headquarters of B3 S.A. – Brasil, Bolsa, Balcão ("Company" or B3") located in the City of São Paulo, State of São Paulo, at Praça Antonio Prado, nº 48, 7th floor.

2. Attendances: Messrs. Antonio Carlos Quintella - Chairman, Ana Carla Abrão Costa, Cassiano Ricardo Scarpelli, Claudia Farkouh Prado, Edgar da Silva Ramos, Eduardo Mazzilli de Vassimon, Florian Bartunek, Guilherme Affonso Ferreira, José de Menezes Berenguer Neto, José Lucas Ferreira de Melo and José Roberto Machado Filho – Directors.

3. Presiding Officers: Mr. Antonio Carlos Quintella – Chairman; and Mrs. Iael Lukower – Secretary.

4. Agenda: To resolve on (i) the approval of the result of the investment intentions procedure ("Bookbuilding Procedure"), organized by the coordinators, within the scope of the Company's 2nd (second) issuance ("Issuance") of simple, unsecured, non-convertible debentures, in single series ("Debentures"), pursuant to the terms of Law nº 6.404, dated December 15, 1976, as amended, and the public offering with restricted distribution efforts of the Debentures, pursuant to Law nº 6.385, dated December 7, 1976, as amended, the Brazilian Securities and Exchange Commission Instruction nº 476, dated January 16, 2009, as amended, and other applicable legal and regulatory provisions ("Offering"); and (ii) the authorization for the Company's Executive Management Board and/or attorneys-in-fact, to perform all necessary acts for the execution of the Issuance and the Offering, in accordance with the Bookbuilding Procedure, including the signing of the amendment to the "Private Instrument of the Second Public Issuance Simple, Unsecured, Non-convertible Debentures, in Single Series, of B3 S.A. – Brasil, Bolsa, Balcão" ("Issuance Deed").

5. Resolutions by unanimous votes and no reservations, based on the supporting documents filed at the Company's headquarters, with authorization granted for these minutes to be drawn up summary form:

5.1. Approve the Bookbuilding Procedure, carried out on May 6, 2019, in which the final remuneration of the Debentures was defined, as described below:

5.1.1. Remuneration: The remuneration of the Debentures will be as follows: (a) *monetary adjustment*: the Nominal Unit Value will not incur monetary adjustments; and (b) *remuneration interests*: the Nominal Unit Value will be entitled to remuneration interests corresponding to 102,80% (one hundred and two point eighty percent) of the average daily rates of 01 (one)-day interfinancial deposits named DI – Rate “over extra-group”, expressed as a percentage, per annum, based on 252 (two hundred and fifty-two) business days, calculated and disclosed on a daily basis by B3, on the daily newsletter disclosed on its website (<http://www.b3.com.br>) ("DI Rate") ("Remuneration").

5.2. Authorize the Company's Executive Management Board and/or attorneys-in-fact, to perform all necessary acts for the execution of the Issuance and the Offering, in accordance with the Bookbuilding Procedure, including for the amendment to the Issuance Deed to include the final remuneration rate of the Debentures.

6. Closure: There being no further business to discuss, the meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all attending Directors. São Paulo, May 6, 2019. (sgd). Antonio Carlos Quintella - Chairman, Ana Carla Abrão Costa, Cassiano Ricardo Scarpelli, Claudia Farkouh Prado, Edgar da Silva Ramos, Eduardo Mazzilli de Vassimon, Florian Bartunek, Guilherme Affonso Ferreira, José de Menezes Berenguer Neto, José Lucas Ferreira de Melo and José Roberto Machado Filho.

This is a free English translation of the original minutes drawn up in the Company's records.

Antonio Carlos Quintella
Chairman

Iael Lukower
Secretary