

## Minutes of the Annual General Meeting of Euronext N.V. held in Amsterdam on 15 May 2018

### **1. Opening**

The Chairman, Mr Rijnhard van Tets, opened the Annual General Meeting of Euronext N.V. at 10.30am CET. He welcomed all on behalf of the Supervisory Board and the Managing Board of Euronext N.V. in its Amsterdam offices. He asked all to turn off or mute their mobile phones during the meeting.

He explained that since Euronext N.V. is an international company and its corporate language is English, the General Meeting will be conducted in English, as announced in the convocation to the meeting.

He informed the meeting that most of the members of the Supervisory Board, all members of the Managing Board and the Corporate Secretary are present. He continued that Mr Ramon Fernandez has sent his apologies due to other urgent commitments. He also informed the meeting that the nominee for appointment to the Managing Board, Ms Deirdre Somers, and nominees for appointment to the Supervisory Board, Mr Luc Keuleneer and Mr Padraic O'Connor, are present.

He mentioned that a number of senior staff members of the company are present: Mr Alain Courbebaisse, who is the Chief Information Officer, Mr Amaury Houdart, who is the Chief Talent Officer, Mr Paul Humphrey, who is the interim CEO of Euronext London, Ms Catherine Langlais, who is the General Counsel, and Mr Giorgio Modica, who is the Chief Financial Officer.

Finally he remarked that the Company's notary, Ms Corrine Holdinga, and Mr Bernard Roeders, the lead partner at EY, the external accountant for the 2017 accounts, are present.

The Chairman informed the meeting that in accordance with the articles of association the General Meeting is held in Amsterdam and that all shareholders have been called to attend this General Meeting by the Managing Board and the Supervisory Board by means of a convening notice published on 3 April 2018 on Euronext's website, including the agenda and explanatory notes thereto.

He concluded that no requests have been received from shareholders regarding the addition of proposals to the agenda of this General Meeting.

The Chairman remarked that in accordance with corporate governance recommendations, the draft minutes of this meeting will be made available to shareholders within three months of the meeting by publication on the website, giving shareholders the opportunity to comment on these minutes during three subsequent months.

Having taken all this into account, he concluded that this General Meeting had been convened in accordance with all the applicable rules and the articles of association of Euronext N.V. and that the General Meeting may decide on all items that are placed on the agenda.

He announced that out of a total of 70,000,000 issued shares, 50,910,940 shares were represented at this meeting, in person or by proxy. This equalled 73.1290% of the 69,618,000 shares that were entitled to vote as per the record date.

He invited the CEO and Chairman of the Managing Board, Mr Stéphane Boujnah, to present the report of the Managing Board on the financial year 2017 and the 2018 Q1 figures.

## **2. Presentation of the Chief Executive Officer (discussion item)**

Mr Boujnah guided the meeting through his presentation and expressed his satisfaction with the full year results for 2017 resulting in an EBITDA margin of 55.9%. He mentioned that due to an improved cash market share, a strong growth in the listing revenues and the first revenues from Agility for Growth initiatives and Fastmatch the total revenue for the year 2017 is Euro 532.3 million with a net profit of Euro 241.3 million.

He mentioned the expansion of the Euronext federal model with the acquisition of the Irish Stock Exchange last November for an amount of Euro 137 million and continued his presentation with the 2019 financial targets with an EBITDA margin of 61%-63%.

He also provided the meeting with an overview of key developments for Euronext since 1 January 2018. As Q1 2018 financial highlights Mr Boujnah mentioned the EBITDA margin of 60.1%, a revenue of Euro 146.7 million and a net profit of Euro 57.3 million.

He concluded his presentation with a chart reflecting the share price performance of Euronext compared with its peers. The share price of Euronext increased with 203% since its IPO in June 2014, followed by LSE with an increase of 139% and DBAG with 101% since June 2014. The share price of BME fell by 18% in the same period.

The Chairman thanked Mr Boujnah for his presentation.

### **3. Annual Report 2017**

The Chairman informed the meeting that the 'Annual Report 2017', which comes in the form of a Registration Document, as in the previous year, has been approved by the Dutch regulator AFM on 29 March 2018. He invited the shareholders to address any questions or comments they have to the Supervisory Board and the Management Board. There were no questions.

#### **3a. Explanation of the implementation of the remuneration policy (discussion item)**

The Chairman explained the implementation of the remuneration by referring to the remuneration report on pages 64 to 68 of the 2017 Registration Document. He asked if any shareholders wanted to further discuss this item and pointed out that a proposal for a new remuneration policy is included on the agenda of the Annual General Meeting. There were no questions.

#### **3b. Explanation of policy on additions to reserves and dividends (discussion item)**

The Chairman proposed to discuss the policy on additions to reserves and dividends together with agenda item 3d, which is the dividend proposal. There were no shareholders who disagreed with this.

He then stated that before voting on the proposal to adopt the financial statements, he invited Mr Roeders of EY, the company's external auditor, to inform the shareholders about his views.

Mr Roeders pointed out that this was first year EY acted as external auditor and, accordingly, EY spent specific work on the onboarding process. This comprised, among others, the review of the predecessor auditor's files and discussion of their

findings, as well as several workshops with Euronext representatives to better learn the organization.

Based on the transition procedures, EY prepared an audit plan for 2017 and discussed this with the board of directors and the audit committee of Euronext.

In its plan, EY indicated the main attention points for the 2017 audit would be the accounting for new acquisitions, the transformation of the IT organization to meet the new MiFID2 requirements, the renewal of the clearing operation agreement with LCH, and the valuation of goodwill and equity investments.

Following the audit work, Mr Roeders mentioned that EY issued a management letter and a long form report to the board of directors and the audit committee. These reports comprised the observations on the main attention points in EY's audit, for which the three most important have been presented as key audit matters in the public auditor's opinion. The key audit matters related to the accounting for the acquisitions in 2017 of Fastmatch, iBabs and Company Webcast, the valuation of the equity stakes in Euroclear and LCH, and the reliability and continuity of the IT systems as far as they impact the financial statements. He informed the meeting that EY found all key audit matters to be reasonable.

Finally, he noted that the cooperation with the board of directors and supervisors of Euronext has been open and transparent. To conclude, he mentioned that EY issued an unqualified auditor's opinion for the 2017 financial statements.

The Chairman asked whether there were any shareholders who had questions about the audit and the audit report of the external auditor. There were no questions. On behalf of the Supervisory Board and Managing Board he thanked the EY team for their work done.

### **3c. Proposal to adopt the 2017 financial statements (voting item 1)**

The Chairman introduced the first voting item in this meeting which was the proposal to adopt the 2017 financial statements. He noticed that there were no comments or further questions about this item.

He asked whether there were any shareholders who wished to vote against the proposal or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, mentioned that she represented BNP Paribas Securities Services, the Company's registrar, in its turn representing Euroclear France, in its turn representing in this meeting in total 26,077,758 shares. She informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 26,077,758 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen, who was present at the meeting and who carried a power of attorney. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, 4,624 votes as abstentions and 10,730,558 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the proposal to adopt the 2017 financial statements had been unanimously adopted.

### **3d. Proposal to adopt a dividend of EUR 1.73 per ordinary share (voting item 2)**

Mr Boujnah gave a brief explanation about the dividend proposal. The Chairman concluded that no further comments were made and no further questions were asked. He asked whether any shareholders wished to vote against the proposal to adopt a dividend of EUR 1.73 per ordinary share or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 26,077,758 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 10,735,182 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the proposal to adopt a dividend of € 1.73 per ordinary share had been unanimously adopted.

### **3e. Proposal to discharge the members of the Managing Board in respect of their duties performed during the year 2017 (voting item 3)**

The third voting item in this meeting was the proposal to discharge the members of the Managing Board in respect of their duties performed during the year 2017.

The Chairman concluded that no further comments were made and no further questions were asked.

He asked whether any shareholders wished to vote against the proposal to discharge the members of the Managing Board in respect of their duties performed during the year 2017 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,985,196 votes against this item, 20 votes as abstentions and 24,092,542 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, 21,420 votes as abstentions and 10,713,762 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to discharge the members of the Managing Board in respect of their duties performed during the year 2017 had been adopted.

### **3f. Proposal to discharge the members of the Supervisory Board in respect of their duties performed during the year 2017 (voting item 4)**

The Chairman gave a brief introduction and concluded that no further comments were made and no further questions were asked.

He asked whether any shareholders wished to vote against the proposal to discharge the members of the Supervisory Board in respect of their duties performed during the year 2017 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,985,196 votes against this item, 20 votes as abstentions and 24,092,542 votes in

favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, 21,420 votes as abstentions and 10,713,762 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to discharge the members of the Supervisory Board in respect of their duties performed during the year 2017 had been adopted.

#### **4. Composition of the Supervisory Board**

The Chairman informed the meeting that further to the rotation schedule that has been adopted by the Supervisory Board and that has been published on the website of Euronext N.V., two members of the Supervisory Board, Mr Koen Dom and he himself, will retire after the AGM and have decided not to stand for re-appointment. Two other members of the Supervisory Board, Mr Manuel Ferreira da Silva and Ms Lieve Mostrey, are available for re-appointment for a second term.

The Supervisory Board has drawn up binding nominations for the re-appointment of Mr Ferreira da Silva and Ms Mostrey.

In connection with the retirement of Mr Dom and the Chairman, the Supervisory Board has drawn up binding nominations for the appointment of Mr Luc Keuleneer and Mr Pdraic O'Connor to the Supervisory Board, each subject to regulatory approval. He announced that Euronext is still in anticipation of approval from the Dutch minister of Finance and non-objection from the College of Regulators.

He continued that the Supervisory Board has decided that Mr Dick Sluimers be appointed as its chairman following this meeting, and that the Dutch minister of finance has approved that appointment.

#### **4a. Re-appointment of Manuel Ferreira da Silva as a member of the Supervisory Board (voting item 5)**

The Chairman explained the proposal to re-appoint Mr Manuel Ferreira da Silva as a member of the Supervisory Board and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the appointment of Mr Manuel Ferreira da Silva as a member of the Supervisory Board effective as per 15 May 2018 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 616,163 votes against this item, zero votes as abstentions and 25,461,595 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 697,892 votes against this item, zero votes as abstentions and 10,037,290 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to re-appoint Mr Manuel Ferreira da Silva as a member of the Supervisory Board for a second term of four years as per 15 May 2018 had been approved.

#### **4b. Re-appointment of Lieve Mostrey as a member of the Supervisory Board (voting item 6)**

The Chairman explained the proposal to re-appoint Ms Lieve Mostrey as a member of the Supervisory Board and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the appointment of Ms Lieve Mostrey as a member of the Supervisory Board effective as per 15 May 2018 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 580,075 votes against this item, zero votes as abstentions and 25,497,683 votes in favour of this item. In addition, she informed the meeting that she had been asked to



cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 1,774,617 votes against this item, zero votes as abstentions and 8,960,565 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to re-appoint Ms Lieve Mostrey as a member of the Supervisory Board for a second term of four years as per 15 May 2018 had been approved.

#### **4c. Appointment of Luc Keuleneer as a member of the Supervisory Board (voting item 7)**

The Chairman explained the proposal to appoint Mr Luc Keuleneer as a member of the Supervisory Board and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the appointment of Mr Luc Keuleneer as a member of the Supervisory Board effective as per 15 May 2018 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 3,433,685 votes against this item, zero votes as abstentions and 22,644,073 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 371,389 votes against this item, zero votes as abstentions and 10,363,793 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to appoint Mr Luc Keuleneer as a member of the Supervisory Board for a term of four years as per 15 May 2018 had been approved.

#### **4d. Appointment of Padraic O'Connor as a member of the Supervisory Board (voting item 8)**

The Chairman explained the proposal to appoint Mr Padraic O'Connor as a member of the Supervisory Board and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the appointment of Mr Padraic O'Connor as a member of the Supervisory Board effective as per 15 May 2018 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 672,915 votes against this item, zero votes as abstentions and 25,404,843 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 4,800 votes against this item, zero votes as abstentions and 10,730,382 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to appoint Mr Padraic O'Connor as a member of the Supervisory Board for a term of four years as per 15 May 2018 had been approved.

## **5. Composition of the Managing Board**

### **5a. Appointment of Deirdre Somers as a member of the Managing Board (voting item 9)**

The Chairman explained the proposal to appoint Ms Deirdre Somers as a member of the Managing Board and referred to the explanatory notes for this meeting. He also announced that Euronext is still in anticipation of approval from the Dutch minister of Finance and non-objection from the College of Regulators.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the appointment of Ms Deirdre Somers as a member of the Managing Board effective as per 15 May 2018 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows:

8,433 votes against this item, zero votes as abstentions and 26,069,325 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 10,735,182 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to appoint Ms Deirdre Somers as a member of the Managing Board for a term of our years as per 15 May 2018 had been approved almost unanimously.

## **6. Proposal to amend the remuneration policy (voting item 10)**

The Chairman explained the proposal to amend the remuneration policy and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the amendment of the remuneration policy or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,774,094 votes against this item, 20 votes as abstentions and 24,303,644 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 59,181 votes against this item, zero votes as abstentions and 10,676,001 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to amend the remuneration policy had been approved.

## **7. Proposal regarding the remuneration of the Supervisory Board (voting item 11)**

The Chairman explained the proposal regarding the remuneration of the Supervisory Board and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against the proposal regarding the remuneration of the Supervisory Board effective as per 1 July 2018 or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 8,433 votes against this item, 20 votes as abstentions and 26,069,305 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 4,800 votes against this item, zero votes as abstentions and 10,730,382 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal regarding the remuneration of the Supervisory Board as per 1 July 2018 had been approved.

## **8. Proposal to appoint the external auditor (voting item 12)**

The Chairman explained the reason for the proposal to appoint Ernst & Young Accountants LLP as Euronext's external auditor to audit the financial statements for 2018.

The Chairman concluded that no comments were made and no questions were asked. The Chairman asked whether there were any shareholders who wished to vote against this voting item or whether there were any shareholders who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 8,433 votes against this item, zero votes as abstentions and 26,069,325 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 10,735,182 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the proposal to appoint Ernst & Young Accountants LLP as the external auditor for the financial statements 2018 had adopted.

## **9. Proposal to designate the Managing Board as the competent body:**

The Chairman explained that this agenda item 9 contains two proposals: a proposal to designate the Managing Board as the competent body to issue ordinary shares which is voting item 13; and a proposal to designate the Managing Board as the competent body to restrict or exclude the pre-emptive rights of shareholders, which is voting item 14.

He pointed out that the first proposal concerns the extension of the designation of the Managing Board as per 15 May 2018 for a period of eighteen months as the competent body to, subject to the approval of the Supervisory Board, issue ordinary shares and grant rights to subscribe for ordinary shares up to a total of 10% of the currently issued ordinary share capital, such in accordance with what is set out in the explanatory notes to the agenda.

He also explained that the second proposal concerns the extension of the designation of the Managing Board as per 15 May 2018 for a period of eighteen months as the competent body to, subject to the approval of the Supervisory Board, restrict or exclude the pre-emptive rights of shareholders.

He made reference to Euronext's IPO prospectus of 10 June 2014, the Registration Document and the description of the agreement between Euronext and its Reference Shareholders. Euronext will not use this authority for any share issuances, if and to the extent pursuant to such issuance the joint shareholding of the Reference Shareholders in Euronext N.V. would dilute to below 21.69%.

He noticed that no further comments were made and no further questions were asked.

### **9a. To issue ordinary shares (voting item 13)**

The Chairman asked whether there were any shareholders who wished to vote against the proposal to designate the Managing Board as the competent body to issue

ordinary shares or whether there were any shareholders who wanted to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,787,049 votes against this item, zero votes as abstentions and 24,290,709 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 10,735,182 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the proposal to designate the Managing Board as the competent body to issue ordinary shares had been adopted.

**9b. To restrict or exclude the pre-emptive rights of shareholders (voting item 14)**

The Chairman then asked whether there were any shareholders who wished to vote against the proposal to designate the Managing Board as the competent body to restrict or exclude the pre-emptive rights of shareholders or whether there were any shareholders who wanted to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 3,347,066 votes against this item, zero votes as abstentions and 22,730,692 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 4,800 votes against this item, zero votes as abstentions and 10,730,382 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the proposal to designate the Managing Board as the competent body to restrict or exclude the pre-emptive rights of shareholders had been adopted.

**10. Proposal to authorise the Managing Board to acquire ordinary shares in the share capital of the company on behalf of the company (voting item 15)**

The Chairman asked whether any shareholders wished to make any comments or ask any questions. This was not the case.

The Chairman then asked whether there were any shareholders who wanted to vote against or abstain from voting with regards to the proposal to authorise the Managing Board to acquire ordinary shares in the share capital of the company on behalf of the company.

The representative of BNP Paribas Securities Services, Ms Tania Sepi, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,955,196 votes against this item, 40,500 votes as abstentions and 24,082,062 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 26,370 votes against this item, 2,031 votes as abstentions and 10,706,781 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the proposal to authorise the Managing Board to acquire ordinary shares in the share capital of the company on behalf of the company had been adopted.

## **11. Corporate Governance (discussion item)**

The Chairman referred to the Dutch Corporate Governance Code that came into force as of the 2017 financial year. The Dutch Corporate Governance Committee has recommended that companies should submit to the general meeting the chapter in the annual report outlining the corporate governance structure and its compliance with the Dutch Corporate Governance Code as a separate agenda.

He mentioned that Euronext's corporate governance is explained in chapter two of the Registration Document on pages 47 to 84. The company's explanations on its compliance with the Dutch Corporate Governance Code are to be found on pages 48 and 49.

The Chairman asked whether any shareholders wished to make any comments or ask any questions. This was not the case.

## **12. Any other business**

The Chairman asked whether there were any of shareholders present at this meeting who wished to make an announcement, raise any other issues or put any remaining questions to the Managing Board or the Supervisory Board. No hands were raised.

On behalf of the Supervisory Board and the Managing Board Mr Sluimers expressed their gratitude to Mr Van Tets and Mr Dom for their valuable contributions to the discussions in the Supervisory Board and its committees based on their broad industrial experience and their expertise in international capital markets.

In particular the Supervisory Board and Managing Board thanked the Chairman for his guidance, personal commitment and dedication, which helped Euronext both as a subsidiary of NYSE Euronext and the ICE group and through its first years as an independent company.

The Chairman thanked Supervisory Board and Managing Board and wished the company all the best under the chairmanship of Dick Sluimers.

## **13. Close**

The Chairman thanked all participants to the meeting and invited all to join him for coffee and tea in the adjoining room.

The Chairman closed the meeting at 11.27am CET.