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EURONEXT ANNOUNCES THE LAUNCH OF ITS CASH TENDER OFFER FOR OSLO BØRS VPS

Amsterdam, Brussels, Dublin, Lisbon, London and Paris – 14 January 2019 – Euronext, the leading pan-European exchange, today published the offer document for its previously announced all-cash tender offer to acquire all issued and outstanding shares of Oslo Børs VPS Holding ASA (“Oslo Børs VPS”) for NOK 6.24 billion (€625m¹). The offer document is available at: www.euronext.com:

- ◆ The offer price is **NOK 145 per share**, representing a 32 % premium on Oslo Børs VPS’s closing price on 17 December 2018² and 34 % on Oslo Børs VPS’s 3-month volume-weighted average share price. Each accepting shareholder will also receive an interest payment on the offer price equal to 6 % per annum, from the date of acceptance until fulfilment of the conditions of the offer.
- ◆ The **acceptance period of the tender offer commences today, will expire at 17:30 Central European Time on 11 February 2019**, and can be extended if appropriate. Euronext has already secured support for the offer from Oslo Børs VPS shareholders representing 50.5% of the total number of outstanding shares through irrevocable binding pre-commitments to tender shares in the context of the offer, and share purchases.
- ◆ The offer is **subject to fulfilment or waiver of certain conditions**, including but not limited to minimum acceptance level of at least 50.01 % of Oslo Børs VPS outstanding shares (including shares already held by Euronext), regulatory approvals, short confirmatory due diligence, a favourable vote from a majority of Euronext shareholders and completion of the transaction before 31 August 2019.

If its offer is accepted, Euronext, already managing the national stock exchanges of five European countries and the Portuguese CSD, will be fully committed to **the further development of Oslo Børs VPS, both its stock exchange and the central securities depository (CSD, known as ‘VPS’), as well as the broader Norwegian financial ecosystem**. In this context, Euronext’s strategic ambition relies on a strong commitment to:

- ◆ **increase the prominence of Oslo Børs VPS's** trading business, by leveraging Euronext capabilities to position it as the **key capital markets hub in the Nordic region**, capitalising on its leading position in the energy, shipping and seafood sector, and as the launchpad for expansion in the Nordic region;
- ◆ offer Oslo Børs VPS's issuers and investors the benefits of access to the **largest liquidity pool in Europe; build a truly pan-European market data offering** by combining Oslo Børs VPS’s data and audience with that of Euronext;
- ◆ make Oslo Børs VPS **the Group’s center of excellence for all Euronext activities in commodities;**
- ◆ **promote market integrity and inclusion within Euronext’s open and decentralised model**, including, among other initiatives, the invitation for the Oslo Børs VPS CEO to join the Managing Board of Euronext as country CEO for Norway with Group-wide responsibilities for commodities, and for a leading figure of the Norwegian financial ecosystem to join the Supervisory Board of Euronext, subject to required approvals;

¹ Based on an exchange rate of EUR 1.00 = NOK 9.97 as of December 23, 2018.

² Which is the last trading day before Euronext submitted its offer to certain Oslo Børs VPS shareholders.

- ◆ **enhance Oslo Børs VPS's technology and innovation capabilities**, notably through the roll-out of Euronext's state-of-the-art proprietary Optiq® trading technology;
- ◆ **secure the position of VPS, the national CSD**, through commitment to technology investments, operational independence and continued local supervision and regulation;
- ◆ invest in **educational programmes dedicated to supporting SMEs and family businesses and to develop corporate social responsibility products** for the benefit of **financing the real economy**;
- ◆ leverage the depth of Euronext's suite of services for the benefit of Norwegian investors and issuers, by **providing access to global FX markets for investors and to a full range of service tools for issuers and investors**.

Stéphane Boujnah, Chief Executive Officer and Chairman of the Managing Board of Euronext, said:

"In a rapidly evolving and increasingly competitive global market, Euronext strongly believes that Oslo Børs VPS would improve its competitive positioning, further increase its relevance to the Norwegian financial ecosystem and reinforce its strong existing international listing franchise by joining forces with Euronext, the leading pan-European market infrastructure. If the offer is accepted, Oslo Børs VPS would benefit from the largest European liquidity pool, Euronext's cutting edge technology and innovation capabilities, and access to new asset classes, tools and markets. Oslo Børs VPS would maintain its identity and integrity within Euronext's decentralised model, while the CSD VPS would keep its operational independence to serve the Norwegian investor community, in an integrated framework of governance and supervision. The combination would be a major milestone towards Euronext's vision of building a consistent pan-European marketplace offering best-in-class capital markets services."

For more details on the strategic ambition of Euronext, please refer to paragraph 2.1 and 2.2 of the Offer document, available on www.euronext.com.

A conference call and a webcast will be held today at 9.00am CET (Paris time) / 8.00am UK time:

To connect to the conference call, please dial:

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About Euronext

Euronext is the leading pan-European exchange in the Eurozone, covering Belgium, France, Ireland, The Netherlands, Portugal and the UK. With 1,300 listed issuers worth €3.4 trillion in market capitalisation as of end December 2018, Euronext is an unmatched blue chip franchise that has 24 issuers in the Morningstar® Eurozone 50 IndexSM and a strong diverse domestic and international client base. Euronext operates regulated and transparent equity and derivatives markets and is the largest centre for debt and funds listings in the world. Its total product offering includes Equities, Exchange Traded Funds, Warrants & Certificates, Bonds, Derivatives, Commodities and Indices. Euronext also leverages its expertise in running markets by providing technology and managed services to third parties. In addition to its main regulated market, Euronext also operates Euronext GrowthTM and Euronext AccessTM, simplifying access to listing for SMEs.

For the latest news, find us on Twitter (twitter.com/euronext) and LinkedIn (linkedin.com/euronext).

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