

## **CHARTER OF THE RISK COMMITTEE OF THE SUPERVISORY BOARD OF EURONEXT N.V.**

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This Charter (the “Charter”) was adopted by the Supervisory Board (the “Supervisory Board”) of Euronext N.V. (the “Company”) on 27 July 2023.

Please note that due to the fact that legislation and regulations may change, this document may be amended from time to time.

### **1. Constitution and Purpose**

- 1.1 The Committee is constituted by the Supervisory Board of Euronext N.V. (“the Company”) and shall assist the Supervisory Board in supervising and monitoring the managing board of the Company (the “Managing Board”) by overseeing and advising on matters such as the current and future risk exposures of the Group<sup>1</sup>, reviewing and approving the Group’s risk management framework, monitoring its effectiveness and adherence to the various risk policies, in accordance with the provisions in article 10 hereof.
- 1.2 Where there is a perceived overlap of the responsibilities between the Group Audit Committee and the Group Risk Committee, the respective Committee Chairmen will have the discretion to agree the most appropriate Committee to fulfil any obligation.

### **2. Membership and Attendance**

- 2.1. The Committee shall comprise at least three members and a maximum of five members appointed by and from the members of the Supervisory Board.
- 2.2. A member of the Risk Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Risk Committee may be removed by a majority vote of the Supervisory Board.
- 2.3. The Supervisory Board shall appoint one of the members of the Risk Committee as Chairman of the Risk Committee. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.4. The Committee shall invite members of management to attend meetings. The Group CEO, the Group CFO, Group COO, Group CRO, the Group Head of Internal Audit will be invited to attend meetings of the Committee on a regular basis.

### **3. Secretary**

- 3.1. The Group Company Secretary or his or her nominee shall act as the secretary of the Committee and ensure that the Committee receives information and papers in a timely manner to ensure full and proper consideration is given to matters. In the absence of the Group Company Secretary or his or her nominee during a Committee meeting, the Chairman of the Committee shall appoint an ad hoc secretary for the purpose of the meeting.

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<sup>1</sup> For the purposes of this document, the Group comprises the Company and its wholly owned subsidiaries and other affiliates.

#### **4. Quorum**

- 4.1. The quorum necessary for the Committee to carry out its duties during meetings of the Committee shall be three members (including the Committee Chairman or his delegate). The Committee may co-opt additional Supervisory Board members of the Company to join the Committee in the absence of a quorum. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **5. Frequency of meetings**

- 5.1. The Committee Chairman shall ensure that the Committee meets with sufficient frequency. The Committee shall meet at least twice a year at appropriate times and otherwise as required. The Committee shall approve the annual calendar of its meetings.
- 5.2. The Committee may hold meetings by telephone or using any method of electronic communication and may take decisions without a meeting by unanimous written consent, when the Committee Chairman considers this to be necessary or desirable.

#### **6. Notice of meetings**

- 6.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any of its members or at the request of the CRO if he or she considers a meeting necessary.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, all other Supervisory Board members, directors and any other person required to attend, before the date of the meeting. The agenda shall be circulated together with relevant supporting papers to Committee members and to other attendees as appropriate.

#### **7. Minutes of meetings**

- 7.1. The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

#### **8. Responsibilities of the Committee Chairman**

The responsibilities of the Committee Chairman include:

- 8.1 fostering an open, inclusive and where appropriate, challenging discussion;
- 8.2 ensuring the Committee receives accurate, high quality, timely and clear information necessary to perform its tasks and devoting sufficient time and attention to the matters within its remit;
- 8.3 facilitating the running of the Committee to assist it in providing independent oversight of executive decisions within its remit;
- 8.4 safeguarding the independence of, and overseeing the performance of the Group Risk Function;

8.5 reporting to the Supervisory Board on the Committee's activities.

## **9. Annual General Meeting**

9.1. The Committee Chairman should attend the annual general meeting to respond to questions from shareholders on the Committee's activities.

## **10. Duties and Areas of Responsibility**

The Committee shall carry out the duties below. It should ensure coordination of its activities and decisions with the risk committees (or equivalent) of the Company's subsidiaries where they exist to ensure the consistency of decision making and governance at all levels of the Company.

The Committee shall:

10.1. advise the Supervisory Board on the Company's overall risk appetite, profile, tolerance and strategy, drawing on guidelines, rules, recommendations and general publications by relevant industry and regulatory bodies and other authoritative sources that may be relevant for the Company's risk policies;

With regards to establishing and maintaining the risk framework, the Committee shall, subject to overlap with the Audit Committee:

- 10.1.1. approve and recommend risk policies to the Supervisory Board;
- 10.1.2. approve and recommend risk appetite to the Supervisory Board;
- 10.1.3. set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance, including but not limited to environmental, social and governance risks;
- 10.1.4. keep under review the Company's overall risk assessment processes that inform the Supervisory Board's decision making, ensuring both qualitative and quantitative metrics are used;
- 10.1.5. ensure there is a proper monitoring process in place for policy compliance and review major exceptions/ breaches;

With regards to monitoring risk and related information the Committee shall:

- 10.2. review promptly all reports on the Company from the CRO;
- 10.3. review reports prepared by or on behalf of the Company on any material breaches of risk appetite and the adequacy of proposed action;
- 10.4. review and monitor management's responsiveness to the findings and recommendations of the CRO;
- 10.5. review the Company's capability to identify, measure and manage new risk types;
- 10.6. ensure testing of the Company's key risk exposures and profile through scenario and/or stress tests and review the parameters used in these measures and the models and methodology adopted where necessary;

- 10.7. keep under review the effectiveness of the Company's risk management framework (including the ESG risk management framework) and systems and review and approve the statements to be included in the annual report concerning internal controls and risk management (in collaboration with the Audit Committee);
- 10.8. review regulators' reports and their risk assessment of the Company and its subsidiaries satisfying itself that the response(s) is/are adequate;
- 10.9. request ad hoc risk analysis;

With regards to the risk management function and related resources the Committee shall:

- 10.10. consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate independence from management and other restrictions;
- 10.11. be consulted on the appointment or removal of the Group CRO;
- 10.12. ensure the CRO shall be given the right of unfettered direct access to the Chairman of the Supervisory Board and to the Committee;
- 10.13. meet the CRO at least once a year, without management being present, to discuss their remit and any issues arising from risk reviews carried out.

## **11. Reporting responsibilities**

- 11.1. The Committee Chairman shall report to the Supervisory Board after each meeting on all matters within its duties and responsibilities.
- 11.2. The Committee shall make whatever recommendations to the Supervisory Board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.3. The Committee shall produce a report of its activities and the Company's risk management and strategy to be included in the Company's annual report.
- 11.4. The directors' report in the annual report and accounts should set out risk management objectives and policies.

## **12. Other Matters**

The Committee shall:

- 12.1. have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 12.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- 12.3. give due consideration to all applicable laws and regulations;
- 12.4. oversee any investigation of activities which are within its terms of reference;

12.5. arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Supervisory Board for approval; and

12.6. work and liaise as with other Supervisory Board Committees.

**13. Authority**

The Committee is authorised:

13.1. to seek any information it requires from any employee, contractor, consultant or provider of services to the Company that the Company requires in order to perform its duties and to call any employee questioned at a meeting of the Committee as and when required;

13.2. to obtain, at the Company's expense, external legal or other professional advice on any matter within its terms of reference where required and invite persons giving such advice to attend Committee meetings; and

13.3. to delegate any of its powers to one or more of its members or the secretary of the Committee.

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