

Instructions for Euroclear France and / or Euroclear Netherlands and / or Euroclear Belgium participants (3 pages)

Attn Corporate Actions Department

Date 30 November 2006
Subject Extraordinary General Meeting of Shareholders of Euronext N.V.: procedure to be followed by Euroclear France and / or Euroclear Netherlands and / or Euroclear Belgium participants for clients holding shares in Euronext N.V.

Dear Sir/Madam,

An Extraordinary General Meeting of Shareholders (EGM) of Euronext N.V. will take place on Tuesday 19 December 2006 at 11.00 am CET in Amsterdam, the Netherlands. All shareholders of Euronext N.V. are invited to attend this meeting. An advertisement announcing the date and time of the EGM, the main items on the agenda and the procedures for registering for and voting at the EGM have been published – in accordance with Euronext’s articles of association – in several newspapers and Official Stock Exchange Lists today.

The articles of association of Euronext N.V. state that only shareholders included in the shareholders’ register of Euronext N.V. are permitted to attend the general meeting of shareholders, although they may have themselves represented by an attorney authorised in writing. The Managing Board has decided that the persons entitled to attend and cast votes at the EGM of 19 December 2006 will be those who were recorded as having those rights on Tuesday 12 December 2006 after trading hours (the record date), regardless of whether they are shareholder at the time of the EGM. **As a result, share blocking is not necessary.**

Euronext N.V. shares can be held in two ways:

- As registered shares (the shareholders are included in Euronext’s shareholders’ register); or
- Through an financial intermediary or a Euroclear France participant (i.e. these shares are included in Euronext’s register in the name of Euroclear France).

Registered shareholders

Registered shareholders do not hold shares in Euronext N.V. via the book-entry transfer system (i.e. they do not hold their Euronext shares through participants of Euroclear France / Euroclear Netherlands / Euroclear Belgium and therefore do not have any relation with Euroclear France, Euroclear Netherlands or Euroclear Belgium).

All registered shareholders will individually receive a letter from the company by post containing an invitation for the EGM, including information about procedures on how to attend or how to be represented by virtue of a written power of attorney at the EGM, the agenda for the EGM and a copy of the Shareholder Circular.

Shareholders holding their shares through Euroclear France

Shareholders holding their shares through Euroclear France are not registered in the shareholders' register. However, they may attend the EGM and cast their votes in person at the meeting, have themselves represented at the meeting, or issue voting instructions by obtaining a power of attorney from Euroclear France by filling in one of the enclosed appendices:

- **Appendix II Form A** if the shareholder wishes to attend the EGM in person.
- **Appendix II Form A and Form B** if the shareholder wishes to designate a third party or Euronext's corporate secretary to represent him at the EGM.
- **Appendix III** If the shareholder does not wish to attend the EGM and wishes to issue voting instructions to Euroclear France

In order to receive these forms the shareholder should contact its financial intermediary.

Shareholders holding their shares via Euroclear France who wish to attend the EGM and cast votes in person, to be represented at the EGM by a third party or the Corporate Secretary of Euronext N.V., or to issue voting instructions to Euroclear France should complete and sign the appropriate forms and return them to their financial intermediary on time. Their financial intermediary should ensure that these forms will be received by Euronext's global registration agent (Fortis Bank, the Netherlands, or Fortis Bank, Belgium) or local registration agent (Caceis, France) by Friday 15 December 2006, 11.59pm CET at the latest.

Shareholders holding their shares through Euroclear France may also transfer their shares in their own name in order to be registered directly in the Company's shareholders register kept in Amsterdam by the Company's Registrar, Netherlands Management Company (NMC). Shareholders who wish to do so should contact NMC before the record date, 12 December 2006. The address of NMC is Locatellikade 1, 1076 AZ Amsterdam, the Netherlands. NMC's telephone number is +31 20 575 7124, its fax number is +31 20 420 6190 and the contact person is Mrs Saskia Engel.

Fortis Bank will act as global registration agent and Caceis will act as registration agent in France. Fortis Bank will co-ordinate the process and will act as your contact for questions and assistance with regard to the contents of this letter. If you have any questions, please do not hesitate to contact Fortis Bank at the telephone number or e-mail address mentioned below.

Shareholders holding their shares through Euroclear France who wish to attend the EGM and cast votes in person, to be represented at the EGM, or to issue voting instructions to Euroclear France must complete and sign the appropriate appendix and return it to their financial intermediary on time. Please ensure that all of your clients who are financial intermediaries are informed of this matter in order to enable them to provide the necessary information to Euronext's shareholders holding their shares through Euroclear France. To do so please send them Appendix I, Appendix II (Form A and Form B) and Appendix III and instruct them to furnish the appendices to the shareholders on request.

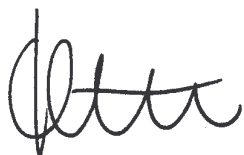
The financial intermediary should collect the applicable form(s) from the shareholder and include the relevant Euroclear France, Euroclear Netherlands or Euroclear Belgium account and details of the relevant contact person on the appendix before sending it to the registration agent Fortis Bank or Caceis.

The global registration agent (Fortis Bank, the Netherlands, or Fortis Bank, Belgium) or local registration agent (Caceis, France) must have received all appendices that have been duly completed and signed by the shareholder by Friday 15 December 2006 at 11.59pm CET at the latest.

Thank you for your assistance in this matter.

If you have any questions or if you have sent an application for the EGM and have not received a confirmation, please contact Euronext's global registration agent Fortis Bank, Mr Kilian Steen, by telephone on +31 20 527 2445 or send an e-mail to kilian.steen@nl.fortis.com.

Yours faithfully,



Herman Genet
Corporate Secretary

Encl.:

- Appendix I Letter to shareholders holding their shares through Euroclear France, Euroclear Netherlands or Euroclear Belgium*
- Appendix II Request for power of attorney (enabling shareholders to attend the Extraordinary General Meeting of Shareholders on behalf of Euroclear France)*
- Appendix III Voting instruction form (enabling shareholders to issue voting instructions to Euroclear France)*

Appendix I

Letter to shareholders holding their shares through Euroclear France, Euroclear Netherlands or Euroclear Belgium

To shareholders of Euronext N.V. who hold their shares through Euroclear France, Euroclear Netherlands or Euroclear Belgium

Date 30 November 2006

Subject Euronext N.V. EGM on 19 December 2006 in Amsterdam

Dear Shareholder,

An Extraordinary General Meeting of Shareholders (EGM) of Euronext N.V. will take place in Amsterdam, the Netherlands, at 11am CET on Tuesday 19 December 2006. All shareholders of Euronext N.V. are invited to attend this meeting.

You hold your shares through Euroclear France, Euroclear Netherlands or Euroclear Belgium and your shares are included in Euronext's shareholders' register in the name of Euroclear France.

The Managing Board has decided that the persons entitled to attend and cast votes at the EGM of 19 December 2006 will be those who were recorded as having those entitlements on Tuesday 12 December 2006, after trading hours (the record date), regardless of whether they are shareholder at the time of the EGM. **As a result, share blocking is not necessary.**

If you want to attend the EGM and exercise your votes yourself, you must complete and sign Appendix II Form A (request for a power of attorney) in order to obtain a power of attorney from Euroclear France. Through the power of attorney you will be able to attend the EGM and to vote your shares. Those entitled to attend the EGM will be required to present proof of their identity when registering on the day of the meeting.

If you want to designate a third party or Euronext's corporate secretary to represent you at the EGM, you must complete and sign Appendix II Form A and Form B (request for a power of attorney).

If you are not able to attend the EGM, and do not want to designate an other person or the corporate secretary to represent you at the EGM, you may issue voting instructions to Euroclear France by completing and signing Appendix III (voting instruction form) and return it to your financial intermediary on time.

All relevant forms must be duly completed and signed and sent to your account holder or financial intermediary (**not Euronext N.V. or Euroclear France**) on time, in order that Euronext's local or global registration agent will have received your voting instructions from your account holder or financial intermediary by Friday 15 December 2006 at 11.59pm CET at the latest.

Summarising:

If you wish to attend the EGM yourself, please make sure that the completed and signed Appendix II Form A (and if you want to designate another person or Euronext's corporate secretary to represent you at the EGM, Form A and B), will be received by your account holder or financial intermediary on time, which in its turn should ensure that the form will be received by Euronext's global or local registration agent by 11.59pm CET on Friday 15 December 2006 at the latest. DO NOT USE APPENDIX III.

If you do not wish to attend the EGM but want to give voting instructions to Euroclear France, please make sure that the completed Appendix III will be received by your account holder or financial intermediary on time, which in its turn should ensure that the form will be received by Euronext's global or local registration agent by 11.59pm CET on Friday 15 December 2006 at the latest. DO NOT USE APPENDIX II.

Further information on the EGM, the agenda and explanatory notes for this meeting and the Shareholder Circular can be found on Euronext's website (www.euronext.com).

Thank you for your assistance in this matter.

If you have any questions or if you have sent an application for the EGM and have not received a confirmation, please contact Euronext's global registration agent Fortis Bank, Mr Kilian Steen, by telephone on +31 20 527 2445 or send an email to kilian.steen@nl.fortis.com.

Yours faithfully,
Euronext N.V.



Jean-François Théodore
Chairman of the Managing Board

**Appendix II FORM (A)
REQUEST FOR POWER OF ATTORNEY**

**THIS FORM (A) SHOULD BE COMPLETED IF YOU WISH TO ATTEND THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGM) YOURSELF**

- If you wish to attend the EGM yourself, please complete section 1 on Form A only. **complete and sign Form A only.**
- If you wish to designate a third party to represent you at the EGM, please complete section 1 on Form A and complete section 2 on Form B; **complete and sign both Form A and Form B.**
- If you wish to designate the corporate secretary, Mr Herman Genet, to represent you at the EGM, please complete section 1 on Form A and section 3 on Form B; **complete and sign both Form A and Form B.**

SECTION 1

Mr/Mrs/Ms will attend the EGM of Euronext N.V. to be held in Amsterdam, the Netherlands, at 11am CET on Tuesday 19 December 2006.

NAME AND ADDRESS OF UNDERSIGNED SHAREHOLDER (shareholder who holds shares through Euroclear France)	
NUMBER OF EURONEXT N.V. SHARES IN RESPECT OF WHICH THIS REQUEST IS BEING MADE	
ACCOUNT NUMBER AT ACCOUNT HOLDER OR FINANCIAL INTERMEDIARY	
NAME, ADDRESS, TELEPHONE NUMBER AND CONTACT PERSON OF ACCOUNT HOLDER OR FINANCIAL INTERMEDIARY (to be filled in by your account holder or financial intermediary)	

This form must be received by your account holder or financial intermediary which in its turn should ensure that the form will be received by Euronext's global or local registration agent by Friday 15 December 2006 at 11.59pm CET at the latest.

The undersigned hereby requests Euroclear France to issue a power of attorney to the person indicated above to vote on behalf of Euroclear France for the number of Euronext shares that the undersigned is entitled to.

The undersigned hereby declares to hold the abovementioned shares on the record date, being 12 December 2006.

Executed at _____ on _____ 2006.

Signature

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**Appendix II FORM (B)
REQUEST FOR POWER OF ATTORNEY - Continued**

THIS FORM (B) SHOULD BE COMPLETED IF YOU WISH TO DESIGNATE A THIRD PARTY OR EURONEXT'S CORPORATE SECRETARY TO REPRESENT YOU AT THE EGM OF EURONEXT N.V.

- *If you wish to attend the EGM yourself, please complete section 1 on Form A only. **complete and sign Form A only.***
- *If you wish to designate a third party to represent you at the EGM, please complete section 1 on Form A and complete section 2 on Form B; **complete and sign both Form A and Form B.***
- *If you wish to designate the corporate secretary, Mr Herman Genet, to represent you at the EGM, please complete section 1 on Form A and section 3 on Form B; **complete and sign both Form A and Form B.***

SECTION 2

Mr/Mrs/Ms hereby authorises Mr/Mrs/Ms to attend and vote on his/her behalf at the EGM of Euronext N.V. to be held in Amsterdam, The Netherlands, at 11am CET on Tuesday 19 December 2006.

NAME AND ADDRESS OF THE PROXY (person who will attend the EGM)	
NUMBER OF EURONEXT N.V. SHARES IN RESPECT OF WHICH THIS AUTHORISATION IS BEING GIVEN	

SECTION 3

Mr/Mrs/Ms hereby authorises Mr Herman Genet, Corporate Secretary of Euronext N.V., to act as his/her authorised representative at the EGM of Euronext N.V. to be held in Amsterdam, The Netherlands, at 11am CET on Tuesday 19 December 2006 and to vote on his/her behalf in accordance with the recommendations of the Supervisory Board and the Managing Board of Euronext N.V.

NUMBER OF EURONEXT N.V. SHARES IN RESPECT OF WHICH THIS AUTHORISATION IS BEING GIVEN	
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This form must be received by your account holder or financial intermediary which in its turn should ensure that the form will be received by Euronext's global or local registration agent by Friday 15 December 2006 at 11.59pm CET at the latest.

The undersigned hereby requests Euroclear France to issue a power of attorney to the person indicated above to vote on behalf of Euroclear France for the number of Euronext shares that the undersigned is entitled to.
The undersigned hereby declares to hold the abovementioned shares on the record date, being 12 December 2006.

Executed at _____ on _____ 2006.

Signature

Appendix III VOTING INSTRUCTION FORM

THIS FORM SHOULD BE COMPLETED IF YOU DO NOT WISH TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGM) OF EURONEXT N.V. AND WISH TO ISSUE VOTING INSTRUCTIONS TO EUROCLEAR FRANCE.

NAME AND ADDRESS OF UNDERSIGNED SHAREHOLDER (shareholder who holds shares through Euroclear France)	
NUMBER OF EURONEXT N.V. SHARES IN RESPECT OF WHICH VOTING INSTRUCTIONS ARE GIVEN	
ACCOUNT NUMBER AT ACCOUNT HOLDER OR FINANCIAL INTERMEDIARY	
NAME AND ADDRESS OF ACCOUNT HOLDER OR FINANCIAL INTERMEDIARY	
TELEPHONE NUMBER AND CONTACT PERSON OF ACCOUNT HOLDER OR FINANCIAL INTERMEDIARY (to be filled in by your account holder or financial intermediary)	

This form must be received by your account holder or financial intermediary which in its turn should ensure that the form will be received by Euronext's global or local registration agent by Friday 15 December 2006 at 11.59pm CET at the latest.

The undersigned hereby declares to hold the abovementioned shares on the record date, being 12 December 2006.

The undersigned hereby authorises Euroclear France to exercise the voting instructions on the undersigned's behalf in respect of the above-mentioned shares with regard to the following items on the agenda of the EGM.

EUROCLEAR FRANCE WILL EXECUTE THESE VOTING INSTRUCTIONS AS DIRECTED. IF NO OR UNCLEAR INSTRUCTIONS ARE GIVEN, EUROCLEAR FRANCE WILL VOTE IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE SUPERVISORY BOARD AND THE MANAGING BOARD OF EURONEXT N.V.

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APPENDIX III (continued)
VOTING INSTRUCTION FORM

The Managing Board and Supervisory Board recommend that the shareholders vote in favour of all agenda items

Agenda item 3

Approval of the Combination Agreement by and among NYSE Group, Inc., Euronext N.V., NYSE Euronext, Inc. and Jefferson Merger Sub, Inc. dated as of 1 June 2006, as amended and restated as of 24 November 2006, and the transactions contemplated thereby, including the post-closing reorganisation as described therein.

in favour	against	abstain
<input type="text"/>	<input type="text"/>	<input type="text"/>

Agenda item 4a

Appointment of (i) Mr Rijnhard de Beaufort and (ii) Mr René Barbier de La Serre as members of the Supervisory Board of Euronext N.V.

(i) Appointment of Mr Rijnhard de Beaufort as member of the Supervisory Board of Euronext N.V.

in favour	against	abstain
<input type="text"/>	<input type="text"/>	<input type="text"/>

(ii) Appointment of Mr René Barbier de La Serre as member of the Supervisory Board of Euronext N.V.

in favour	against	abstain
<input type="text"/>	<input type="text"/>	<input type="text"/>

Agenda item 4b

Designation of Mr Rijnhard de Beaufort and Mr René Barbier de La Serre, in each case effective as of the date of his appointment as Supervisory Board member, as special representatives of Euronext N.V. within the meaning of Article 146, second sentence, of Book 2 of the Dutch Civil Code, each with the power to act individually in all transactions contemplated by or resulting from the Combination Agreement.

in favour	against	abstain
<input type="text"/>	<input type="text"/>	<input type="text"/>

Executed at _____ on _____ 2006

Signature