

Minutes of the Extraordinary General Meeting of Euronext N.V. held on 19 December 2014

1. Opening

At 10.01 am the Chairman opened the Extraordinary General Meeting of Euronext N.V. He welcomed all on behalf of the Supervisory Board and the Managing Board of Euronext N.V. in the Amsterdam offices for the first General Meeting as a listed company following the IPO, which took place in June of this year. He remarked that the Extraordinary General Meeting will be conducted in English. The Chairman also emphasized that it is necessary to have this Extraordinary General Meeting in order to be able to appoint three new members of the Supervisory Board.

The Chairman explained that, given the short agenda of this meeting, just a limited number of members of the Supervisory Board and Managing Board were present, namely the CEO of Euronext N.V., Dominique Cerutti, and himself as the Chairman of the Supervisory Board. Also present in this meeting were Mr René Geskes, who served as secretary to the meeting, and Euronext N.V.'s civil law notary, Ms Manon Cremers.

The Chairman concluded that all shareholders have been called to attend this Extraordinary General Meeting by the Managing Board and the Supervisory Board by means of a convening notice published on 6 November 2014 on Euronext's website, including the agenda and explanatory notes thereto. Furthermore he mentioned that no requests have been received from shareholders regarding the addition of proposals to the agenda of this Extraordinary General Meeting.

The Chairman also 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. The Chairman then concluded that this Extraordinary 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 were placed on the agenda.

The Chairman then announced that Euronext N.V. has a number of 70,000,000 shares issued of which 40,929,464 – which represents 58.47% of all outstanding shares - have been registered to vote for this meeting.

2. Resolution to draw up and publish the annual accounts and the annual report of Euronext N.V. only in the English language (voting item 1)

The Chairman explained that for reasons of efficiency, in view of the international character of Euronext N.V. and given its international shareholder base, the Managing Board and Supervisory Board propose that the annual accounts and the annual report of Euronext N.V. will be drawn up and published in English only.

He provided the shareholders the opportunity to ask questions with respect to this agenda item and established that no comments were made and no questions were asked.

He asked whether there were shareholders who wished to vote against this resolutions or who wished to abstain.

He established that there were 40,929,464 votes represented out of which 38,837,920 votes were in favor, 2,088,484 votes were against and there were 3,060 abstentions.

The Chairman then concluded that this resolution has been adopted.

3. Composition of the Supervisory Board

The Chairman then explained the binding nominations by the Supervisory Board to appoint Ms Dominique Aubernon, Mr Koenraad Dom and Ms Godelieve Mostrey as members of the Supervisory Board. He referred to the explanatory notes to the agenda and its annex for the reasons behind these proposals. He also informed the meeting that all necessary regulatory approvals for these three candidates have been received by Euronext N.V since the announcement of this Extraordinary General Meeting.

He provided the shareholders the opportunity to ask questions with respect to this agenda items and established that no comments were made and no questions were asked.

He then suggested to vote on these three agenda items to appoint Ms Aubernon, Mr Dom and Ms Mostrey as members of the Supervisory Board with effect from the date of this meeting.

a. Appointment of Dominique Aubernon as member of the Supervisory Board (voting item 2)

The Chairman established that there were 40,929,464 votes represented out of which 36,320,129 votes were in favor, 4,129,470 votes were against and there were 479,865 abstentions.

The Chairman then concluded that this resolution has been adopted.

b. Appointment of Koenraad Dom as member of the Supervisory Board (voting item 3)

The Chairman established that there were 40,929,464 votes represented out of which 36,320,129 votes were in favor, 4,129,470 votes were against and there were 479,865 abstentions.

The Chairman then concluded that this resolution has been adopted.

c. Appointment of Godelieve Mostrey as member of the Supervisory Board (voting item 4)

The Chairman established that there were 40,929,464 votes represented out of which 36,320,129 votes were in favor, 4 129,470 votes were against and there were 479,865 abstentions.

The Chairman then concluded that this resolution has been adopted.

4. Close

The Chairman concluded that all voting items have been dealt with and he congratulated the three new members of the Supervisory Board of Euronext N.V.

He asked whether there were any other items to be discussed and concluded that none of the shareholders wish to make any more announcements or remarks. He closed the Extraordinary General Meeting at 10.14am. He thanked everybody for their presence and wished all present a good holidays season and all the best for the new year.