

DRAFT Minutes of the Annual General Meeting of Euronext N.V. held in Amsterdam on 11 May 2021

## **1. Opening**

The Chairman, Mr Dick Sluimers, 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. who follow this AGM via webcast.

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, due to the Covid-19 pandemic, next to the Chairman, only the Corporate Secretary, Mr Paul Theunissen, the company's notary, Ms Corrine Holdinga, and two technicians for the webcast are present in the room. Mr Stéphane Boujnah, the CEO, Mr Bernard Roeders, the lead partner at EY, the external accountant for the 2020 accounts, as well as the appointees, Ms d'Amarzit, Ms Chan, Ms Coppens, Ms Ferone, Mr Novelli and Mr Sichel, will participate to this meeting by video.

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 30 March 2021 on Euronext's website, including the agenda and explanatory notes thereto.

He continued that shareholders have been given the opportunity to ask questions before the meeting via the email address of the Corporate Secretary. No questions have been received.

He furthermore 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 the number of issued shares represented at this meeting correspond with the number of issued shares as at the registration date, which was 13 April. On 29 April, 6.6 million additional shares were issued, resulting in a total of 76.6 million issued shares. However, as these shares were issued after the registration date and not taken into account for the voting in this General Meeting.

Therefore, out of a total of 70,000,000 issued shares, 52,369,893 shares were represented at this meeting. This equalled 75.16% of the 69,670,535 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 2020 and the 2021 Q1 figures.

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

Mr Boujnah guided the meeting through his presentation and pointed out that 2020 was an important and strong year for Euronext. He mentioned in this respect the double digit growth in revenue, EBITDA and adjusted EPS. He also mentioned that Euronext attained all the financial targets that were set under the strategic plan for 2022, two years in advance. This resulted in a total revenue of Euro 884.3 million in 2020 with a net income of Euro 315.5 million. The EBITDA margin stood at of 58.8% and an adjusted EPS of Euro 4.99.

Mr Boujnah continued that thanks to massive support at the EGM of 20 November 2020, Euronext was able to complete the acquisition of the Borsa Italiana Group on 29 April. With the Borsa Italiana Group, Euronext entered into a new chapter of its story. It strengthens Euronext's profile and enhances its strategic prospects for future growth. With this acquisition, Euronext is now the number 1 venue for equity listing and financing in Europe, the number 1 venue for cash equities and ETFs trading in Europe, a leading European government bonds trading platform and a leading operator of post-trade infrastructures.

The Borsa Italiana Group acquisition is transformational for Euronext. It significantly increases its scale, and it also significantly diversifies its profile, both in terms of revenue mix and geography. On a pro forma basis, Euronext now crossed the symbolic 1 billion euros revenue bar, with 2020 total revenue close to Euro 1.4 billion.

Mr Boujnah also informed the meeting that the Borsa Italiana Group and Euronext not only share a common vision for the European capital markets. They also share a common ambition of accelerating transition towards sustainable growth, with a strong environmental, social and governance culture and products. The combined Group will therefore pursue the ambition to drive investments in innovative, sustainable products and services, while inspiring and promoting tangible sustainable practices.

From a financial perspective, Mr Boujnah pointed to the final purchase price of Euro 4,444 million paid to London Stock Exchange Group. The difference with the amount originally stated is related to an agreed price adjustment mechanism to reflect the cash generated by the Borsa Italiana Group since 30 June 2020. He mentioned that a total of €60 million annual run rate pre-tax synergies by year three can be achieved.

Mr Boujnah highlighted the change in the Euronext shareholding structure that occurred with the completion of the transaction. CDP Equity and Intesa Sanpaolo became Euronext shareholders on 29 April 2021, through the subscription of a private placement for a total proceeds of Euro 579 million, with 6.6 million new ordinary shares. In addition, both CDP Equity and Intesa Sanpaolo joined the Euronext's Reference Shareholders, by entering into a new reference shareholder agreement including ABN Amro Bank, Caisse des Dépôts et Consignations, CDP Equity, Euroclear, Intesa Sanpaolo and SFPI-FPIM. The Reference Shareholders hold now 27.85% of Euronext capital.

The acquisition of the Borsa Italiana Group was financed through a Euro 3.7 billion drawdown from the bridge loan facility, Euro 0.3 billion of own cash and Euro 0.6 billion of proceeds from the Private Placement subscribed by CDP Equity and Intesa Sanpaolo. The bridge loan facility will be refinanced through a capital increase, by way of a rights offer launched on 29 April 2020, for a total amount of €1.8 billion and a bond issuance launched on 6 May 2021 for €1.8 billion.

Lastly, Mr Boujnah highlighted the results of the first quarter of 2021 that were released earlier than anticipated in order to launch the rights issue on 29 April 2021. In this respect, he mentioned a revenue increase of Euro 12.4 million to a total of Euro 249.2 million, which is a plus of 5.2%. The group EBITDA was stable, at Euro 148.7

million, with an EBITDA margin of 59.7% in Q1 2021. The solid performance in Q1 2021 translated into a 6.2% increase in adjusted net income to Euro 106.9 million. On a reported basis, the net income was up by 2.2% to Euro 98.2 million. He emphasized that the impact of the Borsa Italiana Group acquisition is not included in these Q1 2021 results .

Mr Boujnah concluded his presentation with a chart reflecting the share price performance of Euronext compared with its peers. The share price of Euronext increased with 374% since the IPO in 2014, outperforming Deutsche Börse and LSEG over this period.

The Chairman thanked Mr Boujnah for his presentation.

### **3. Annual Report 2020**

The Chairman informed the meeting that the 'Annual Report 2020' comes in the form of an Universal Registration Document. Based on article 9 sub 3 of EU Directive 2017/1129 Euronext filed its Universal Registration Document without prior approval of the AFM.

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

The Chairman pointed out that under the current circumstances, Euronext is equipped to confirm its current dividend policy and to distribute 50% of its profits. The distribution of dividend does not impair Euronext's flexibility to meet its short and long-term liabilities and objectives.

No questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

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

Mr Roeders informed the meeting that EY prepared a presentation on the process and main attention points of the audit of the 2020 financial statements of Euronext.

Similar to other years, EY first identified the main attention points, such as the new acquisitions in Norway and Denmark, the contemplated acquisition in Italy, changes in the IT and operations, and the valuation of goodwill and equity investments. Other important areas were cyber security and the impact of COVID-19.

In planning the extend of the procedures EY used a materiality level of Euro 22 million, based on 5% of the projected profit before tax. EY applied a full scope for the major operations of Euronext in Paris and Amsterdam, as well as for the new activities in Ireland and Norway. Together this represented more than 90% of profit before tax.

Mr Roeders continued that as in the previous year, the French and Dutch EY teams carried out a combined approach working from one file. These teams include IT auditors, as well as specialists for valuation, taxation, IFRS and laws and regulations.

Following the audit work, 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 the audit, of which the four most important have been presented as key audit matters in the public auditor's opinion. These related to the impact of Covid-19, accounting for the acquisitions of NordPool and VP Securities, the valuation of the equity stake in Euroclear and the general controls in the IT environment of Euronext. Mr Roeders informed the meeting that all key audit matters were reasonable.

Finally, EY noted that the cooperation by the boards of directors and supervisors has again been open and transparent and, as known, EY issued an unqualified auditor's opinion for the 2020 financial statements

The Chairman pointed out that no questions were received about the audit prior to the meeting. On behalf of the Supervisory Board and the Managing Board he thanked the EY team for their work done.

### **3b. Proposal to adopt the 2020 remuneration report (voting item 1)**

The Chairman introduced the first voting item in this meeting which was the proposal to adopt the 2020 remuneration report. He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, the Company's registrar, representing Euroclear France, in its turn representing in this meeting in total 52,322,737 shares, that it had been instructed to vote as follows: 19,114,819 votes against this item, 486,414 votes as abstentions and 32,721,504 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 19,114,819 votes against this item, 486,414 votes as abstentions and 32,768,660 votes in favour of this item.

The Chairman concluded that the proposal to adopt the 2020 remuneration report had been approved.

### **3c. Proposal to adopt the 2020 financial statements (voting item 2)**

The Chairman introduced the second voting item which was the proposal to adopt the 2020 financial statements.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 240,500 votes against this item, 143,621 votes as abstentions and 51,938,616 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 240,500 votes against this item, 143,621 votes as abstentions and 51,985,772 votes in favour of this item.

The Chairman concluded that the proposal to adopt the 2020 financial statements had been approved.

### **3d. Proposal to adopt a dividend of EUR 157.7 million in the aggregate (voting item 3)**

The Chairman introduced the third voting item which was the proposal to adopt a dividend of Euro 157.7 million in the aggregate. He pointed out that the 6.6 million shares that were issued on 29 April are entitled to receive dividend. On 12 May an additional 30,506,294 shares will be issued in the context of the rights issue. These shares will also be entitled to receive dividend.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 1,282,681 votes against this item, 6,340 votes as abstentions and 51,033,716 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 1,282,681 votes against this item, 6,340 votes as abstentions and 51,080,872 votes in favour of this item.

The Chairman concluded that the proposal to adopt a dividend of Euro 157.7 million in the aggregate had been adopted.

### **3e. Proposal to discharge the members of the Managing Board in respect of their duties performed during the year 2020 (voting item 4)**

The fourth 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 2020.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 2,318,191 votes against this item, 182,165 votes as abstentions and 49,822,381 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 2,318,191 votes against this item, 182,165 votes as abstentions and 49,869,537 votes in favour of this item.

The Chairman concluded that the proposal to discharge the members of the Managing Board in respect of their duties performed during the year 2020 had been adopted.

### **3f. Proposal to discharge the members of the Supervisory Board in respect of their duties performed during the year 2020 (voting item 5)**

The Chairman gave a brief introduction and informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 3,682,243 votes against this item, 182,085 votes as abstentions and 48,458,409 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 3,682,243 votes against this item, 182,085 votes as abstentions and 48,505,565 votes in favour of this item.

The Chairman concluded that the proposal to discharge the members of the Supervisory Board in respect of their duties performed during the year 2020 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., one member of the Supervisory Board, Mr Franck Silvent, will retire after the AGM.

He informed the meeting that Mr Silvent had decided not to stand for re-appointment.



In addition, Mr Jim Gollan, Mr Luc Keuleneer and Ms Lieve Mostrey had decided to retire from the Supervisory Board. Mr Keuleneer's retirement was subject to completion of the Private Placement and the acquisition by Euronext N.V. of the Borsa Italiana Group, and this has taken place on 29 April.

On behalf of the Supervisory Board and the Managing Board, the Chairman expressed his gratitude to Ms Mostrey, Mr Gollan, Mr Keuleneer and Mr Silvent for their valuable contributions to the Supervisory Board and the company as a whole in the past years.

Upon the binding nomination by the Supervisory Board, the general meeting is asked to appoint Mr Piero Novelli, Ms Alessandra Ferone, Ms Diana Chan, Mr Olivier Sichel and Ms Rika Coppens as members of the Supervisory Board, each for a term of four years, all subject to regulatory approval to the extent they have not yet been obtained.

The proposed appointments of Mr Novelli and Ms Ferone were in addition subject to the completion of the acquisition by Euronext N.V. of the Borsa Italiana Group. This had taken place on 29 April.

Considering that the Italian market is expected to be the largest revenue contributor to the combined group, the Supervisory Board has decided that the independent Italian member, Mr Piero Novelli, will become Chairman of the Supervisory Board. Mr Sluimers will step back as the Chairman and will remain on the Supervisory Board as its Vice-Chairman.

The regulatory approvals for the appointment of Mr Novelli have been received. Euronext is still in anticipation of the regulatory approvals for the appointments of the other candidates.

All candidates attended the meeting remotely and briefly introduced themselves to the shareholders.

#### **4a. Conditional appointment of Piero Novelli as a member of the Supervisory Board (voting item 6)**

The Chairman referred to the explanatory notes to the agenda for this meeting and informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about the proposal to appoint Mr Novelli.

He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 151,968 votes against this item, 144,488 votes as abstentions and 52,026,281 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 151,968 votes against this item, 144,488 votes as abstentions and 52,073,437 votes in favour of this item

The Chairman concluded that the proposal to appoint Mr Novelli as a member of the Supervisory Board for a term of four years as per 11 May 2021 had been approved.

#### **4b. Conditional appointment of Alessandra Ferone as a member of the Supervisory Board (voting item 7)**

The Chairman referred to the explanatory notes to the agenda for this meeting and informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about the proposal to appoint Ms Ferone.

He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 208,410 votes against this item, 144,507 votes as abstentions and 51,969,820 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 208,410 votes against this item, 144,507 votes as abstentions and 52,016,976 votes in favour of this item

The Chairman concluded that the proposal to appoint Ms Ferrone as a member of the Supervisory Board for a term of four years, subject to regulatory approval, had been approved.

#### **4c. Appointment of Diana Chan as a member of the Supervisory Board (voting item 8)**

The Chairman referred to the explanatory notes to the agenda for this meeting and informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about the proposal to appoint Ms Chan.

He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 208,485 votes against this item, 144,461 votes as abstentions and 51,969,791 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 208,485 votes against this item, 144,461 votes as abstentions and 52,016,947 votes in favour of this item

The Chairman concluded that the proposal to appoint Ms Chan as a member of the Supervisory Board for a term of four years, subject to regulatory approval, had been approved.

#### **4d. Appointment of Olivier Sichel as a member of the Supervisory Board (voting item 9)**

The Chairman referred to the explanatory notes to the agenda for this meeting and informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about the proposal to appoint Mr Sichel.

He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 208,826 votes against this item, 217,094 votes as abstentions and 51,896,817 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 208,826 votes against this item, 217,094 votes as abstentions and 51,943,973 votes in favour of this item

The Chairman concluded that the proposal to appoint Mr Sichel as a member of the Supervisory Board for a term of four years, subject to regulatory approval, had been approved.

#### **4e. Appointment of Rika Coppens as a member of the Supervisory Board (voting item 10)**

The Chairman referred to the explanatory notes to the agenda for this meeting and informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about the proposal to appoint Ms Coppens.

He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 151,997 votes against this item, 144,507 votes as abstentions and 52,026,233 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 151,997 votes against this item, 144,507 votes as abstentions and 52,073,389 votes in favour of this item

The Chairman concluded that the proposal to appoint Ms Coppens as a member of the Supervisory Board for a term of four years, subject to regulatory approval, had been approved.

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

The Chairman informed the meeting that the appointment of Ms Delphine d'Amarzit is on the agenda of this meeting.

He announced that the Supervisory Board has drawn up binding nomination for this appointment for a term of four years. The regulatory approvals for the appointment of Ms d'Amarzit had not yet been received.

Ms d'Amarzit attended the meeting remotely and briefly introduced herself to the shareholders.

#### **5a. Appointment of Delphine d'Amarzit as a member of the Managing Board (voting item 11)**

The Chairman explained the proposal to appoint Ms d'Amarzit as a member of the Managing Board and referred to the explanatory notes to the agenda for this meeting.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 24,213 votes against this item, 144,900 votes as abstentions and 52,153,624 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 24,213 votes against this item, 144,900 votes as abstentions and 52,200,780 votes in favour of this item.

The Chairman concluded that the proposal to appoint Ms d'Amarzit as a member of the Managing Board for a term of four years, subject to regulatory approval, had been approved.

## **6. Proposal to amend the remuneration policy with regard to the Managing Board (voting item 12)**

The Chairman explained the proposal to amend the remuneration policy and referred to the explanatory notes for this meeting and mentioned that a 75% majority for this voting item is required.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 1,271,615 votes against this item, 548,842 votes as abstentions and 50,502,280 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 1,271,615 votes against this item, 548,842 votes as abstentions and 50,549,436 votes in favour of this item.

The Chairman concluded that the proposal to amend the remuneration policy for the Managing Board had been approved.

## **7. Proposal to amend the remuneration policy with regard to the Supervisory Board (voting item 13)**

The Chairman explained the proposal to amend the remuneration policy and referred to the explanatory notes for this meeting and mentioned that also for this voting item a 75% majority is required.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 239,401 votes against this item, 515,700 votes as abstentions and 51,567,636 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 239,401 votes against this item, 515,700 votes as abstentions and 51,614,792 votes in favour of this item.

The Chairman concluded that the proposal to amend the remuneration policy for the Supervisory Board had been approved.

## **8. Proposal to appoint the external auditor (voting item 14)**

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 2021.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 53,303 votes against this item, 15,302 votes as abstentions and 52,254,132 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 53,303 votes against this item, 15,302 votes as abstentions and 52,301,288 votes in favour of this item.

The Chairman concluded that the proposal to appoint Ernst & Young Accountants LLP as the external auditor for the financial statements 2021 had adopted.

## **9. Proposal to amend the articles of Association of Euronext N.V. (voting item 15)**

The Chairman explained the reason for the proposal to amend the articles of association of Euronext N.V. and referred to the explanatory notes for this meeting.

He informed the meeting that some questions have been received from other parties than shareholders in relation to the amendment that would allow hybrid or virtual meetings. Euronext had clarified that the proposed wording is standard wording for the use of electronic means in a shareholders meeting, which wording has been inserted in articles of association of listed and non-listed companies over the last decade.

Euronext also confirmed that the possibility to hold virtual only meetings would only be possible under the new articles of association in the event of a specific law introduced by the Dutch legislator that allows virtual only meetings in deviation of the articles of association, like under the current Covid regime. If the Dutch legislator would allow for structural virtual only meetings, without specifying that this can be done in deviation of the articles of association, the new articles of association would not allow Euronext to hold virtual only meetings. This is fully in line with Euronext's intention to hold physical or hybrid meetings.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 546,453 votes against this item, 16,372 votes as abstentions and 51,759,912 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 546,453 votes against this item, 16,372 votes as abstentions and 51,807,068 votes in favour of this item.

The Chairman concluded that the proposal to amend the articles of association of Euronext N.V. had been approved.

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

The Chairman explained that this agenda item 10 contains two proposals: a proposal to designate the Managing Board as the competent body to issue ordinary shares, which is voting item 16; 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 17.

##### **10a. To issue ordinary shares (voting item 16)**

The Chairman informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 1,262,335 votes against this item, 12,259 votes as abstentions and 51,048,143 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 1,262,335 votes against this item, 12,259 votes as abstentions and 51,095,299 votes in favour of this item.

The Chairman concluded that the proposal to designate the Managing Board as the competent body to issue ordinary shares had been adopted.

##### **10b. To restrict or exclude the pre-emptive rights of shareholders (voting item 17)**

The Chairman then informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.



He continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 4,497,112 votes against this item, 12,289 votes as abstentions and 47,813,336 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 4,497,112 votes against this item, 12,289 votes as abstentions and 47,860,492 votes in favour of this item.

The Chairman 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.

#### **11. Proposal to authorise the Managing Board to acquire ordinary shares in the share capital of the company on behalf of the company (voting item 18)**

The Chairman introduced the eighteenth voting item which was the proposal to authorise the Managing Board to acquire ordinary shares in the share capital of the company on behalf of the company.

He informed the meeting that no questions were asked or remarks were submitted to the Corporate Secretary by shareholders about this topic prior to this meeting.

The Chairman continued that he had been informed by BNP Paribas Securities Services, that it had been instructed to vote as follows: 1,734,872 votes against this item, 41,118 votes as abstentions and 50,546,747 votes in favour of this item.

In his capacity as the Chairman of the General Meeting, he received in total 47,156 powers of attorney. All of these votes were being cast in favour of this item.

The outcome of the vote was therefore as follows: 1,734,872 votes against this item, 41,118 votes as abstentions and 50,593,903 votes in favour of this item.

The Chairman concluded that the proposal to authorize the Managing Board to acquire ordinary shares in the share capital of the company on behalf of the company had been adopted.

**12. Any other business**

No other items were brought forward.

**13. Close**

He thanked the viewers of the webcast and closed the meeting at 11.45am CET.