



CHARTER OF THE AUDIT COMMITTEE OF THE SUPERVISORY BOARD OF EURONEXT N.V.

This Charter (the "Charter") was adopted by the Supervisory Board (the "Supervisory Board") of Euronext N.V. (the "Company") on 2 April 2014.

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

Article 1

Responsibilities and duties

- 1.1. The audit committee of the Company (the "Audit Committee") shall assist the Supervisory Board in supervising and monitoring the managing board of the Company (the "Managing Board") by advising on matters such as:
 - a) the compliance by the Company with applicable laws and regulatory requirements;
 - b) the Company's disclosure of financial information, including the Company's accounting principles;
 - c) the recommendation for the appointment of the Company's external auditor to the shareholders' meeting of the Company;
 - d) the recommendations from the Company's internal auditor and the Company's external auditor; and
 - e) the review of the internal risk management and control systems and IT and business continuity safeguards of the Company.
- 1.2 These tasks should serve as a guide, on the understanding that the Audit Committee may carry out additional tasks and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Audit Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.
- 1.3 The Audit Committee may only exercise such powers as are explicitly attributed or delegated to it by the Supervisory Board and it shall not exercise powers beyond those exercisable by the Supervisory Board as a whole. The Audit Committee shall have the authority to delegate any of

its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more sub-committees.

- 1.4 The Audit Committee shall in any event focus on supervising the activities of the Managing Board with respect to the subjects set out in the clauses 1.5 to 1.9 (inclusive) set out below, and at least once a year discuss these subjects with the Managing Board.
- 1.5 The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's internal risk management and control, shall include:
 - (a) the operation of the internal risk management and control systems, including supervision of the enforcement of relevant primary and secondary legislation;
 - (b) preparing a report on fraud, deficiencies or any similar problems that have arisen and are relevant to the Company; and
 - (c) preparing a report on the security of systems and analysis of trading system incidents.
- 1.6. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's internal audit department, shall include:
 - (a) the role and functioning of the Company's internal audit department;
 - (b) the Company's annual internal audit planning;
 - (c) the Company's internal audit periodic reports of findings;
 - (d) compliance with the recommendations and observations of the Company's internal audit department; and
 - (e) the cooperation between the Company's internal audit department and the Company's external auditor.
- 1.7. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's external auditor, shall include:
 - (a) making a recommendation with respect to of the appointment of the Company's external auditor to the shareholders' meeting of the Company;
 - (b) the involvement of the external auditor in the audits of the Company's financial statements;

- (c) the relationship with the external auditor, including, in particular, his independence, remuneration and any non-audit services for the Company, and the Audit Committee and the Managing Board shall jointly report on these discussions to the Supervisory Board;
 - (d) an evaluation of the performance of the external auditor, which shall be carried out at least once every four years by the Audit Committee and the Managing Board jointly; and
 - (e) compliance with the recommendations and observations of the external auditor.
- 1.8. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's financial reporting, shall include reviewing and supervising:
- (a) the solvency of the Company and the compliance by the Company with the applicable capital requirements;
 - (b) significant financial reporting issues relevant to the Company;
 - (c) the policy of the Company on tax planning;
 - (d) changes in the Company's tax and accounting policies and practices;
 - (e) the Company's financial statements and other periodic financial reports;
 - (f) major litigation in which the Company is involved;
 - (g) the Company's annual report; and
 - (h) preparing a report on the organisation of the Company's financial management.
- 1.9. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's regulatory and legal matters, shall include:
- (a) compliance by the Company with applicable laws and regulations by the Company,
 - (b) compliance by the Company with the requirements and restrictions under applicable exchange licences, declarations of non-objections and other regulatory approvals;
 - (c) reviewing high risk reports from the Company's regulators;
 - (d) preparing a report in the event a material act of fraud or non-compliance occurs.

Article 2

Information and independent advice

- 2.1. The Audit Committee is authorised to seek the information that it requires from any member of the Managing Board or Supervisory Board or any employee of the Company and shall have unrestricted access to Company documents and Company information.
- 2.2. The Audit Committee is authorised to obtain outside legal and other professional advice and secure the attendance of outsiders at its meetings with relevant experience and expertise if it considers this necessary.

Article 3

Composition

- 3.1. The Audit Committee consists of a minimum of three and a maximum of four members appointed by and from the members of the Supervisory Board.
- 3.2. At least one member of the Audit Committee shall be a financial expert with relevant knowledge and experience of financial administration and accounting for listed companies or large companies.
- 3.3. A member of the Audit 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 Audit Committee may be removed by a majority vote of the Supervisory Board.
- 3.4. The members of the Audit Committee are offered an introduction and training programme to provide them with the necessary information and training at their request.

Article 4

Chairman

- 4.1. The Supervisory Board shall appoint one of the members of the Audit Committee as chairman of the Audit Committee.
- 4.2. The Audit Committee may not be chaired by the chairman of the Supervisory Board or by a former member of the Managing Board.
- 4.3. The chairman shall be primarily responsible for the proper functioning of the Audit Committee. The chairman shall act as the spokesman of the Audit Committee and shall be the main contact for the Supervisory Board.

Article 5

Meeting

- 5.1. The Audit Committee meets at least twice annually or whenever any of its members requests a meeting.
- 5.2. Audit Committee meetings shall be convened by the member or members of the Audit Committee requesting the meeting.
- 5.3. The Audit Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4. Audit Committee meetings are generally held at the offices of the Company, but may also be held by telephone or video conference.
- 5.5. The Company's external auditor attends the meetings of the Audit Committee in which its reports and the Company's annual accounts are discussed.
- 5.6. Members of the Managing Board, the Chief Financial Officer and the Company's chief internal auditor will attend meetings of the Audit Committee at the chairman's request.
- 5.7. The Audit Committee shall meet with the external auditor as often as it considers necessary, but at least once a year without members of the Management Board being present.
- 5.8. The Audit Committee will hold an executive session with the external auditor and the internal auditor at least once a year.
- 5.9. The Audit Committee shall act as the principal contact for the external auditor if the external auditor discovers irregularities in the financial reporting of the Company.
- 5.10. The agenda for a meeting of the Audit Committee, together with any explanatory notes and related documents shall be sent in advance of the meeting to all members of the Audit Committee.
- 5.11. The Company's Company secretary acts as the Audit Committee's secretary. The secretary of the Audit Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Audit Committee and send the minutes to each member of the Audit Committee after the meeting.

Article 6

Reporting to the Board

- 6.1 The Audit Committee shall prepare a report for the Supervisory Board (i) following meetings of the Audit Committee, (ii) with respect to such other matters as are relevant to the Audit

Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Audit Committee may deem appropriate. The reports of the meetings of the Audit Committee shall be circulated as soon as possible after any of its meetings among all members of the Supervisory Board.

- 6.2 The chairman of the Audit Committee shall upon request or at his own initiative at meetings of the Supervisory Board provide the Supervisory Board with further information on the outcome of the discussions of the Audit Committee. Each Supervisory Board member shall have unrestricted access to all records of the Audit Committee.

Article 7

Miscellaneous

- 7.1. This Charter is prepared on the basis of the Articles of Association and the rules of procedure of the Supervisory Board (the "Supervisory Board Rules").
- 7.2. The Audit Committee shall, as often as it deems necessary, perform a review and evaluation of the performance of the Audit Committee and its members, including by reviewing the compliance of the Audit Committee with this Charter.
- 7.3. In addition, the Audit Committee, shall, as often as it deems necessary, review and reassess the adequacy of this Charter and recommend to the Supervisory Board any improvements to this Charter that the Audit Committee considers necessary or valuable. The Audit Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
- 7.4. The Supervisory Board Rules shall apply by analogy to the Audit Committee, while the powers of the Supervisory Board or the chairman of the Supervisory Board referred to in the provisions of the Supervisory Board Rules shall for the application of this Charter be considered powers of the Audit Committee or the chairman of the Audit Committee.
- 7.5. This Charter and the composition of the Audit Committee are posted on the Company's website.