

**CHARTER OF THE NOMINATION AND GOVERNANCE 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 and amended on 19 March 2015.

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 nomination and governance committee of the Company (the "Nomination and Governance Committee") shall:
- (i) recommend to the Supervisory Board criteria and procedures for the selection of candidates to the managing board of the Company (the "Managing Board") and the Supervisory Board and its committees, and identify and recommend to the Supervisory Board candidates eligible to serve on the Managing Board and the Supervisory Board and its committees, consistent with such criteria;
 - (ii) review the corporate governance principles and practices of the Company;
 - (iii) establish and oversee self-assessment by the Managing Board and the Supervisory Board and its committees;
 - (iv) conduct timely succession planning for the Chief Executive Officer (the "CEO") and the other positions of the Supervisory Board and the Managing Board; and
 - (v) review and evaluate the size, composition, function and duties of the Managing Board and the Supervisory Board, consistent with their respective needs.
- 1.2. These tasks should serve as a guide, on the understanding that the Nomination and Governance Committee may carry out additional tasks to the functions as set out in these Rules, and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Nomination and Governance Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.
- 1.3. The Nomination and Governance 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 Nomination and Governance 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. Without limitation to the general tasks included in article 1.1., the responsibilities of the Nomination and Governance Committee shall include:

- (a) to identify and recommend to the Supervisory Board in accordance with the Company's articles of association candidates for the Managing Board and the Supervisory Board to be elected or appointed to the Managing Board or the Supervisory Board, respectively, and as necessary to fill vacancies and newly created directorships and determine the eligibility of any proposed nominees.
- (b) Assess the performance of incumbent members of the Managing Board and the Supervisory Board, and consider attendance, participation, and other relevant factors in determining whether to nominate such members for re-election to the Managing Board or the Supervisory Board, respectively;
- (c) to periodically review the size and composition of the Managing Board and the Supervisory Board and its committees in light of the needs of the Managing Board or the Supervisory Board, respectively, the Company and each committee, and determine whether it may be appropriate to recommend adding or removing positions after considering issues of judgement, diversity, age, skills, background and experience;
- (d) to conduct timely succession planning for the CEO and other positions in Managing Board and the Supervisory Board; work with [the Managing Board and] the Supervisory Board to identify and evaluate potential successors to the CEO and other positions in the Managing Board and the Supervisory Board, and periodically report to the Supervisory Board on matters relating to succession planning. The chairman of the Supervisory Board, the CEO and the other members of the Managing Board and the Supervisory Board should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Committee may seek the advice and assistance of the human resources department of the Company and the Supervisory Board's Remuneration Committee in reviewing the succession planning and preparing its report;
- (e) to make recommendations to the Supervisory Board with respect to the appointment of the chairman of the Supervisory Board and the members for the Supervisory Board's committees;
- (f) to make recommendations to the Supervisory Board with respect to the determination of the independence of members of the Supervisory Board;
- (g) to review and oversee the Managing Board's policy on selection criteria and appointment procedures for the Company's senior management;
- (h) to establish an appropriate process for and, as often as necessary, (1) overseeing the self-assessment of the Supervisory Board (including self-assessment of the Supervisory Board committees and assessment of the members of the Managing Board and Supervisory Board), (2) overseeing the evaluation of [the Company's management / the Managing Board] and (3) reporting the results to the

Supervisory Board;

- (i) to conduct the Supervisory Board's annual governance review with respect to the Company, including the development of and recommendations with respect to the Company's corporate governance guidelines, and ensure that the Company's corporate governance practices and policies comply with the Dutch Corporate Governance Code and are adequate, transparent and communicated clearly to the public;
- (j) to consider possible conflicts of interest of members of the Managing Board and the Supervisory Board and of the Company's senior executives, and review and approve any related party transactions involving the Company in an amount exceeding [€100,000]; and
- (k) to direct and supervise investigations into any matter brought to its attention within the scope of the Nomination and Governance Committee's duties.

Article 2

Information and independent advice

- 2.1. The Nomination and Governance Committee is authorised to seek the information that it requires from any member of the Managing Board or Supervisory Board or any employee, officer or director of the Company and shall have unrestricted access to Company documents and Company information.
- 2.2. The Nomination and Governance 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 Nomination and Governance 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. A member of the Nomination and Governance 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 Nomination and Governance Committee may be removed by a majority vote of the Supervisory Board.

Article 4

Chairman

- 4.1. The Supervisory Board shall appoint one of the members of the Nomination and Governance Committee as chairman of the Nomination and Governance Committee.
- 4.2. The chairman shall be primarily responsible for the proper functioning of the Nomination

and Governance Committee. The chairman shall act as the spokesman of the Nomination and Governance Committee and shall be the main contact for the Supervisory Board.

Article 5

Meeting

- 5.1 The Nomination and Governance Committee meets as often as necessary and whenever any of its members requests a meeting.
- 5.2 Nomination and Governance committee meetings shall be convened by the member or members of the Nomination and Governance Committee requesting the meeting.
- 5.3 The Nomination and Governance Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4 Nomination and Governance Committee meetings are generally held at the offices of the Company, but may also be held by telephone or video conference.
- 5.5 All Supervisory Board members who are not members of the Nomination and Governance Committee may attend meetings of the Nomination and Governance Committee but may not vote. Additionally, the Nomination and Governance Committee may invite to its meetings any member of the Managing Board and such other persons as it deems appropriate in order to carry out its responsibilities. The Nomination and Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
- 5.6 The agenda for a meeting of the Nomination and Governance Committee, together with any explanatory notes and related documents, shall be sent in advance of the meeting to all members of the Nomination and Governance Committee.
- 5.7 The Company's Company secretary acts as the Nomination and Governance Committee's secretary. The secretary of the Nomination and Governance Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Nomination and Governance Committee and send the minutes to each member of the Nomination and Governance Committee after the meeting.

Article 6

Reporting to the Board

- 6.1 The Nomination and Governance Committee shall prepare a report for the Supervisory Board (i) following meetings of the Nomination and Governance Committee, (ii) with respect to such other matters as are relevant to the Nomination and Governance Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Nomination and Governance Committee may deem appropriate. The reports of the meetings of the Nomination and Governance 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 Nomination and Governance 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 Nomination and Governance Committee. Each Supervisory Board member shall have unrestricted access to all records of the Nomination and Governance 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 Nomination and Governance Committee shall, as often as it deems necessary, perform a review and evaluation of the performance of the Nomination and Governance Committee and its members, including by reviewing the compliance of the Nomination and Governance Committee with this Charter.
- 7.3. In addition, the Nomination and Governance 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 Nomination and Governance Committee considers necessary or valuable. The Nomination and Governance 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 Nomination and Governance 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 Nomination and Governance Committee or the chairman of the Nomination and Governance Committee.
- 7.5. This Charter and the composition of the Nomination and Governance Committee are posted on the Company's website.