



CHARTER OF THE REMUNERATION 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 remuneration committee of the Company (the "Remuneration Committee") shall:
 - (i) assist the Supervisory Board with respect to the Company's remuneration strategy and principles for members of the managing board of the Company (the "Managing Board"), the administration of its cash and equity based compensation plans and draft proposals to the Supervisory Board and oversee the remuneration programs and remuneration of the Company's senior managers and other personnel; and
 - (ii) produce a report at least annually on the remuneration policy of the Company, for discussion at Supervisory Board meetings.
- 1.2. These tasks should serve as a guide with the understanding that the Remuneration 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 Remuneration Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.
- 1.3. The Remuneration 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 Remuneration 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 Remuneration Committee shall include:
 - (a) to analyse the possible outcomes of the variable remuneration components and how they may affect the remuneration of the Managing Board members;

- (b) to prepare proposals for the Supervisory Board concerning the remuneration policies for the Managing Board to be adopted by the general meeting;
- (c) to prepare proposals for the Supervisory Board concerning the terms of service and total compensation of the individual members of the Managing Board, which proposal will in any event include: (i) the remuneration structure and (ii) the amount of the fixed remuneration, the number of shares or option rights, bonuses, pension rights, severance pay and other forms of compensation to be awarded;
- (d) to prepare proposals for the Supervisory Board concerning the performance criteria and the application thereof for the Managing Board;
- (e) to review the terms of employment and total compensation of employees directly reporting to the Managing Board and the total compensation of certain other specified employees, defined in consultation with the Managing Board;
- (f) to prepare proposals for the Supervisory Board concerning the approval of any compensation plans in the form of share or stock options;
- (g) to oversee the total cost of the approved compensation programs; and
- (h) to prepare and publish on an annual basis a report of its deliberations and findings.

Article 2

Information and independent advice

- 2.1. The Remuneration 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 Remuneration 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.
- 2.3. If the Remuneration Committee makes use of the services of a remuneration consultant in carrying out its duties, the consultant concerned should at any time be independent from - and shall not provide any advice to any of the members of - the Managing Board. The consultant concerned may accept other assignments from the company only with the prior consent of the Remuneration Committee or the Supervisory Board.

Article 3

Composition

- 3.1. The Remuneration Committee consist of a minimum of three and a maximum of four members appointed by and from the members of the Supervisory Board.
- 3.2. Without prejudice to the rules of procedure of the Supervisory Board of the Company (the "Supervisory Board Rules") the following requirements must be observed in composing

the Remuneration Committee:

- (i) each member of the Remuneration Committee should be independent of the Managing Board;
- (ii) no more than one member of the Remuneration Committee may be a member of the managing board of another Dutch listed company.

3.3. A member of the Remuneration 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 Remuneration 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 Remuneration Committee as chairman of the Remuneration Committee.
- 4.2. The Remuneration Committee may not be chaired by the chairman of the Supervisory Board or by a former member of the Managing Board, or by a Supervisory Board member who is a member of the managing board of another listed company.
- 4.3. The chairman shall be primarily responsible for the proper functioning of the Remuneration Committee. The chairman shall act as the spokesman of the Remuneration Committee and shall be the main contact for the Supervisory Board.

Article 5

Meeting

- 5.1. The Remuneration Committee meets at least as often as necessary and whenever any of its members requests a meeting.
- 5.2. Remuneration Committee meetings shall be convened by the member or members requesting the meeting.
- 5.3. The Remuneration Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4. Remuneration 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 Remuneration Committee may attend meetings of the Remuneration Committee but may not vote. Additionally, the Remuneration Committee may invite to its meetings any member of the Managing Board, the Company's principal human resources executives and such other persons as it deems appropriate in order to carry out its responsibilities. The Remuneration 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 Remuneration Committee, together with any explanatory notes and related documents shall be sent in advance of the meeting to all members of the Remuneration Committee.
- 5.7. The Company's Company secretary acts as the Remuneration Committee's secretary. The secretary of the Remuneration Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Remuneration Committee and sent the minutes to each member of the Remuneration Committee after the meeting.

Article 6

Reporting to the Supervisory Board

- 6.1. The Remuneration Committee shall prepare a report for the Supervisory Board (i) following meetings of the Remuneration Committee, (ii) with respect to such other matters as are relevant to the Remuneration Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Remuneration Committee may deem appropriate. The reports of the meetings of the Remuneration 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 Remuneration 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 Remuneration Committee. Each Supervisory Board member shall have unrestricted access to all records of the Remuneration Committee.

Article 7

Miscellaneous

- 7.1. This Charter is prepared on the basis of the Articles of Association and the Supervisory Board Rules.
- 7.2. The Remuneration Committee shall, as often as it deems necessary, perform a review and evaluation of the performance of the Remuneration Committee and its members, including by reviewing the compliance of the Remuneration Committee with this Charter.
- 7.3. In addition, the Remuneration 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 Remuneration Committee considers necessary or valuable. The Remuneration 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 Remuneration 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 Remuneration Committee or the chairman of the Remuneration Committee.

7.5. This Charter and the composition of the Remuneration Committee are posted on the Company's website.