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EURONEXT REFERENCE SHAREHOLDERS AGREEMENT RENEWED FOR TWO YEARS

Amsterdam, Brussels, Dublin, Lisbon, London, Oslo and Paris – 17 June 2019 – Euronext, the leading pan-European exchange in the Eurozone, announced today that it was informed that the group of Reference Shareholders, holding 23.86% of its share capital, has decided to extend an amended version of their Reference Shareholders Agreement. This agreement dated 21 June 2017 was due to expire on 20 June 2019, and is now extended for a further period of two years commencing on 20 June 2019.

The new Reference Shareholders group will comprise five of the existing members and account for 23.27% of Euronext share capital. The new Reference Shareholders agreed a new two-years lock-up period commencing on 20 June 2019 and expiring on 19 June 2021. The Reference Shareholders will maintain their current level of representation on the Euronext Supervisory Board retaining their right to jointly nominate one third of the Supervisory Board seats.

The new group of Reference Shareholders is composed of:

Name of reference shareholder	Number of shares	Individual shareholding (% of capital)
ABN AMRO Bank N.V. through its subsidiary ABN AMRO Participaties Fund I B.V.	385,000	0.55%
BNP Paribas Fortis	1,554,000	2.22%
Caisse des Dépôts et Consignations ¹	5,600,000	8.00%
Euroclear S.A./N.V.	5,600,000	8.00%
Société Fédérale de Participations et d'Investissement/ Federale Participatie – en Investeringsmaatschappij	3,150,000	4.50%
Total shareholding	16,289,000	23.27%

In addition to the renewed Reference Shareholders Agreement, the Letter Agreement dated 13 June 2017 has been amended. The revised Letter Agreement, dated 17 June 2019 aims at pursuing the regular dialogue between Euronext and its Reference Shareholders, addressing the following main topics:

- the right of the Euronext Reference Shareholders to retain one third of the Supervisory Board seats (3) (for more detail, see the Appendix)

¹ As announced by Caisse des Dépôts et Consignations on 14 June 2019, as allowed in the current 2017-2019 Reference Shareholders Agreement, Caisse des Dépôts et Consignations has acquired from both Société Générale and ABN AMRO Bank N.V. 700,000 Euronext shares accounting in aggregate for 2% of Euronext's share capital.

- the use by the Euronext Boards of the delegated authorities for the issuance / repurchase of shares, with the possible exclusion or restriction of pre-emption rights (for more detail, see the Appendix)
- the process of communication between Euronext and its Reference Shareholders, which includes periodical meetings on topics including strategy, governance and financing structure
- the consultation of the Euronext Reference Shareholders in the selection procedures in case of any vacancies for the CEO, the COO or Supervisory Board positions.

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About Euronext

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Appendix

Appointment of Supervisory Board members

For so long as the Aggregate Shareholding amounts to at least 21 per cent. the Reference Shareholders, acting jointly through the Committee of Representatives, shall have the right to nominate one third of the members of the Supervisory Board (the "Reference Shareholders Supervisory Directors"). If one third of the number of members of the Supervisory Board is not a round number, rounding to the nearest integral number shall apply up until the Supervisory Board reaches a size of 10 members. If at some point in the future there would be a need to expand the Supervisory Board beyond 10 members, the parties will first seek agreement on the position of the Reference Shareholders in respect thereof. No Reference Shareholder will have more than one representative nominated in the Supervisory Board. If at any time the Aggregate Shareholding would drop below 21 per cent., the Reference Shareholders will have the opportunity to ensure that it will be increased again to at least 21 per cent. within a period of 30 calendar days after such time so as to maintain the rights as aforementioned, failing which the right to nominate members of the Supervisory Board terminates at the expiry of such 30 day period.

Delegated authorities

In relation to the delegation to, and the authorization of, the Managing Board of the Company, exercisable subject to the approval of the Supervisory Board, of the powers (i) to issue new shares with the possible exclusion or restriction of pre-emption rights of shareholders and (ii) to purchase existing shares, respectively (the Delegation), Euronext has agreed with the Euronext Reference Shareholders as follows for the term of the renewed Euronext RSH agreement:

1. in the event of issuance of shares pursuant to a Delegation in relation to payment in shares in case of merger or acquisition transactions the Boards will give reasonable prior notice of the proposed issue of Shares to the Reference Shareholders or, if required, to all shareholders. The Reference Shareholders may, in response to such notice, wish to purchase additional Shares in the market to ensure the Aggregate Shareholding remains above 21%;
2. As long as the Reference Shareholders have a joint shareholding under lock-up of below 25%, in the event of any issuance of Shares pursuant to the Delegation, the powers under the Delegation will not be used if and to the extent pursuant to such issuance such joint shareholding of the Reference Shareholders in the Company would dilute to below 19.09%. If the Reference Shareholders have a joint shareholding under lock-up of 25% or more, in the event of any issuance of Shares pursuant to the Delegation, the powers under the Delegation will not be used if and to the extent pursuant to such issuance such joint shareholding of the Reference Shareholders in the Company would dilute to below 21%; and
3. the powers under the Delegation with respect to buy back of existing Shares will furthermore not be used if this could trigger an obligation for the Reference Shareholders to make a Mandatory Bid for the Shares or if such buy back would lead to an aggregate shareholding of 28% or more.

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