

**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 of Euronext N.V. on 2 April 2014 and amended on 19 March 2015 and 15 December 2017.

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

The nomination and governance committee of Euronext N.V. (the "Nomination and Governance Committee") shall, in addition to its role at Euronext N.V., also act as an Advisory Committee to each one-tier board, managing board and/or supervisory board of an entity within the Euronext group that appointed the Nomination and Governance Committee as its Advisory Committee. Euronext N.V. and each entity within the group of Euronext N.V. that appointed the Nomination and Governance Committee as its Advisory Committee will each hereinafter be referred to as the "Company".

Below articles are accordingly applicable to the Nomination and Governance Committee when it acts as nomination and governance committee of Euronext N.V. or as Advisory Committee. In case the Company to which the Nomination and Governance Committee acts as an Advisory Committee has implemented a one-tier board structure, references to the managing and supervisory board jointly should be read as referring to the board, references to the managing board as referring to the executive members of the board, and references to the supervisory board as referring to the board or the non-executive members of the board, as appropriate.

**Article 1**

Responsibilities and duties Nomination and Governance Committee of Euronext N.V.

1.1. The Nomination and Governance Committee shall:

- (i) recommend to the supervisory board of the Company criteria and procedures for the selection of candidates to the managing board and the supervisory board and its committees, and identify and recommend to the supervisory board of the Company 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 Company's managing board, the supervisory board and its committees;
- (iv) conduct timely succession planning for the Chief Executive Officer (the "CEO") and the other positions of the managing board and the supervisory board of the Company; and

- (v) review and evaluate the size, composition, function and duties of the managing board and the supervisory board of the Company, 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 of the Company 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 of the Company and it shall not exercise powers beyond those exercisable by the supervisory board of the Company 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 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) to 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, and of 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 the managing board and the supervisory board of the Company; 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. All members of the managing board and the supervisory board of the Company 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 Nomination and Governance Committee may seek the advice and assistance of one or more human resources departments within the Euronext group and the Remuneration

Committee of Euronext N.V. in reviewing the succession planning and preparing its report;

- (e) to make recommendations to the supervisory board of the Company 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 of the Company 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 Company's 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 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 applicable Corporate Governance Code and are adequate, transparent and communicated clearly to the public;
- (j) to consider possible conflicts of interest of members of the Company's 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 the equivalent of €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**

Responsibilities and duties Nomination and Governance Committee when acting as an Advisory Committee

2.1. The Advisory Committee shall:

- (a) identify and recommend, for the approval of the management board, supervisory board or for approval of the general meeting, candidates to fill management body vacancies. In doing so, the Advisory Committee shall evaluate the balance of knowledge, skills, diversity and experience of the management board or supervisory board;
- (b) prepare a description of the roles and capabilities for a particular appointment,

and assess the time commitment expected;

- (c) decide on a target for the representation of the underrepresented gender in the management board or supervisory board and prepare a policy on how to increase the number of the underrepresented gender in the respective board in order to meet that target;
  - (d) periodically, and at least annually, assess the structure, size, composition and performance of the management board and supervisory board, and make recommendations to the respective board with regard to any changes;
  - (e) periodically, and at least annually, assess the knowledge, skills and experience of individual members of the management board and supervisory board and of the respective boards collectively, and report to these boards accordingly;
  - (f) periodically review the policy of the management board for selection and appointment of senior management and make recommendations to the management board;
  - (g) to the extent possible and on an ongoing basis, take account of the need to ensure that the management board's or supervisory board's decision making is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interests of the market operator as a whole;
- 2.2. In performing its duties, the Advisory Committee shall be able to use any forms of resources it deems appropriate, including external advice.
- 2.3. Where, under national law, the management board and/or supervisory board does not have any competence in the process of selection and appointment of any of its members, this paragraph shall not apply.

### **Article 3**

#### Information and independent advice

- 3.1. 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.
- 3.2. 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 4**

#### Composition

- 4.1. The Nomination and Governance Committee consists of a minimum of three and a maximum of seven members appointed by and from the members of the supervisory

board of Euronext N.V..

- 4.2. 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 of Euronext N.V..
- 4.3. When the Nomination and Governance Committee has to act as Advisory Committee at the level of a market operator, one of the non-executive members of that market operator will be added to the Nomination and Governance Committee.

## **Article 5**

### Chairman

- 5.1 The supervisory board of Euronext N.V. shall appoint one of the members of the Nomination and Governance Committee as chairman of the Nomination and Governance Committee.
- 5.2 The chairman of the Nomination and Governance Committee remains the chairman when the Nomination and Governance Committee acts as an Advisory Committee.
- 5.3 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.

## **Article 6**

### Meeting

- 6.1 The Nomination and Governance Committee meets as often as necessary and whenever any of its members requests a meeting.
- 6.2 Nomination and Governance Committee meetings shall be convened by the member or members of the Nomination and Governance Committee requesting the meeting.
- 6.3 The Nomination and Governance Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 6.4 Nomination and Governance Committee meetings are generally held at the offices of Euronext N.V., but may also be held by telephone or video conference.
- 6.5 All supervisory board members of Euronext N.V. 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 a supervisory board or managing board of a Company 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.

- 6.6 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.
- 6.7 The Company Secretary of Euronext N.V. 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 7**

### Reporting to the Board

- 7.1. The Nomination and Governance Committee shall prepare a report for the supervisory board of the Company concerned (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 of the Company involved.
- 7.2. The chairman of the Nomination and Governance Committee shall upon request or at his own initiative provide the supervisory board of the Company with further information on the outcome of the discussions of the Nomination and Governance Committee related to the Company. Each supervisory board member of Euronext N.V. shall have unrestricted access to all records of the Nomination and Governance Committee.

## **Article 8**

### Miscellaneous

- 8.1. This Charter is prepared on the basis of the articles of association of Euronext N.V. and the rules of procedure of the supervisory board of Euronext N.V. (the "Supervisory Board Rules").
- 8.2. 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.
- 8.3. 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 of Euronext N.V. 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.

- 8.4. The Supervisory Board Rules shall apply by analogy to the Nomination and Governance Committee, while the powers of the supervisory board of Euronext N.V. or the chairman of the supervisory board of Euronext N.V. 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.
- 8.5. This Charter and the composition of the Nomination and Governance Committee are posted on the Company's website.