

# *Conflicts of Interest*

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## *Policy*

## Document summary

<b>Document type</b>	Policy
<b>Purpose of the document</b>	Prevent conflict of interest situations, ensure that employees understand what a conflict of interest is, and provide guidance on how to manage conflict situations.
<b>Classification</b>	Public
<b>Document Owner</b>	Euronext N.V. Managing Board
<b>Reference to related documentation</b>	<p>Euronext Code of Business Conduct and Ethics</p> <p>Euronext Anti-Fraud Policy</p> <p>Euronext Anti-Bribery Policy</p> <p>The Euronext Gifts, Business Meals and Business Entertainment Policy</p> <p>Euronext Confidential and Inside Information Policy</p> <p>The Policy Preventing Insider Trading on Euronext N.V Financial Instruments</p> <p>Euronext Personal Trading Policy</p>
<b>Regulations linked to this document</b>	Directive 2014/65/EU (Mifid II)

## Version control

Version	Date	Author	Approval	Change Description
3.0	27-12-2021	Compliance department	Euronext N.V. Managing Board	Annual policy update 2021

# 1. Objectives, ownership and governance

## 1.1 Objectives of the policy

### Background

Euronext operates regulated markets and commercial businesses that may present risks of conflicts of interest; the Company is committed to maintaining the highest standards of ethical behaviour, as set forth in the Euronext N.V. Code of Business Conduct and Ethics, and managing all conflicts appropriately. A long line of cases brought by regulators against firms in the financial services industry has shown that conflicts of interest, if not prevented or managed, often will implicate significant regulatory issues and potentially cause severe reputational damage.

### Objectives

The main purpose of the Conflicts of interest Policy is to avoid conflicts situations, ensure that Employees understand what a conflict of interest is, in its many forms and offer guidance to Employees on how to manage such conflicts.

## 1.2 Scope and ownership

### Scope

This Policy applies to Euronext N.V. and its majority-owned subsidiaries (collectively referred the “Company” or, “Euronext”) and to all Euronext employees including consultants (among which interns and temporary staff) and agents of Euronext (collectively “You” or, “Employees”)<sup>1</sup>.

**This Policy should be read in conjunction with other Euronext policies such as:**

- Code of Business Conduct and Ethics;
- Anti-Bribery;
- Gifts, Meals and Entertainment;
- Anti-Fraud;
- Whistle-blower;
- Anti-Money Laundering and Sanctions Policy and Guidance;
- Preventing Insider Trading on Euronext N.V. Financial Instruments;
- Personal Trading Policy ; and,
- Confidential and Insider Information.

***These policies along with other policies and procedures can be found on the Company’s internal website.***

**The scope of this Policy is to:**

- Ensure that Employees understand what a conflict of interest is, in its many forms;

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<sup>1</sup> For the Oslo Børs this Policy is supplemented by a local instruction on outside activity and impartiality.

- Outline that any conflict of interest may involve not only Employees but also shareholders, Business Partners and the Company itself given its dual status as a market operator and issuer;
- Clarify roles and responsibilities of Employees to prevent and avoid conflicts;
- Offer guidance to Employees on how to manage such conflicts.

## **Ownership**

Owner of this policy is the Euronext N.V. Managing Board. Compliance is responsible for maintaining the policy and related documentation. The Policy should be reviewed on an annual basis, and updated based on requirements from Euronext group.

Compliance is also responsible for securing the proper approval from the Managing Board.

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## **1.3 Governance**

### **Responsibility and tasks of the Supervisory Board in connection with this policy**

Compliance management can escalate specific conflict situations to the Company's Audit Committee and/or the Chairman of the Supervisory Board for assessment and resolution.

### **Responsibility and tasks of the Managing Board in connection with this policy**

The Euronext N.V. Managing Board has overall responsibility for the framework for managing conflicts of interest. This includes organizational controls and procedures to identify, prevent and manage conflicts of interest, setting boundaries on risk appetite, in particular in relation to outside activities (see section 2.2.1 below), and approval of policy updates. The day-to-day responsibility for implementation, management and maintenance is delegated to Compliance.

### **Reporting on this policy**

Employees must disclose to the Compliance department possible, suspected or actual conflicts of interest so that appropriate measures may be taken. Any reported conflict that cannot be resolved at the Compliance management level will be escalated to the Managing Board of Euronext N.V. or, as appropriate, under certain specific circumstances determined by Compliance, to the Company's Audit Committee and/or the Chairman of the Supervisory Board.

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## **2. Detailed requirements**

### **2.1 Definitions and actions constituting conflicts of interests**

A "**conflicts of interest**" is defined as a scenario in which a person or business or firm has an incentive to serve one interest at the expense of another interest or obligation. Such scenario may include:

- a. an employee serving his own interests over that of the Company: "**Employee Conflict**";
- b. an employee favouring one Business Partner over others, or serving two Business Partners that have conflicting interests: "**Institutional Conflict**"; or,
- c. any situation where the Company's various business activities relating to Euronext "market operator" (or technology provider) would favour Euronext "issuer" to the detriment of other issuers/members: "**Dual status Conflict**".

**“Outside Activity”** means any activity performed during office hours, even if non remunerated, such as board memberships, board seats, any external jobs or activities including regular teaching activities or work for an association as well as any activity during non-office hours as far as it could raise an actual or potential conflict of interest issues with the Company.

**“Office hours”**

For the purpose of this policy, Office hours are working hours as specified in the employees labour contract or as notified by HR to the employees except holidays periods duly notified. If office hours are not specified in your labour contract or in an HR notification and exclusively for the purpose of the conflict of interest policy enforcement, Office hours are from Monday to Friday from 9 am to 6 pm except holidays notification of the employee to HR.

**“Third-Party”**

In the context of this Policy “Third-Party” means any third-party and/or external party to Euronext, including for example:

1. Any current or prospective client, customer, vendor, provider, or supplier of Euronext, such terms to be interpreted broadly to include any person or entity that provides a service to the Company or from which the Company obtains revenues.
2. Any issuers, listed companies, market members, external market participants,
3. Any Business Partner (as defined below),
4. Any Public Official (as defined notably in the Anti-bribery Policy),
5. Any employee, representative, agent, intermediaries or other individual associated directly or indirectly with the above,
6. Any Euronext Employees’ family members and relatives,

*irrespective such Third-Party is in a business relationship with the Company or not.*

**“Business Partner”**

In the context of this Policy “Business Partner” means any Third-party falling into category 1. to 5. above.

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## 2.2 Employee conflicts of interests

Certain situations present inherent conflicts of interest and are regarded as inconsistent with the duties of Employees. Such situations not only may present a conflict, but also may involve a violation of other Company policies (e.g., anti-bribery policy) and, in certain instances, the law of the various countries in which the Company operates. Such situations always must be avoided.

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### 2.2.1 Monitoring of employees’ Outside Activity (Board membership, external job or activity)

Employees are expected to devote all of their professional time, attention and energies, during regular office hours, to the business of the Company.

Rules are as follows:

- In accordance with the Euronext N.V. Code of Business Conduct and Ethics, any Outside Activity performed during office hours, even if not remunerated, is not allowed a priori. Any

waiver to this provision must be sought in writing from both Compliance and Human Resources departments and requires an approval from the Managing Board.

- During Office hours activities performed in the frame of the Euronext ESG strategy (or 'Society pillar') does not qualify as outside activity as long as time dedicated to this program does not exceed the cap defined by Human Resources Services
  
- Board memberships, external activities on behalf of Euronext N.V. or its subsidiaries shall be reported before acceptance with no delay to both Compliance and Human Resources departments for assessment.

Employees are free to engage in other (non-employment) activities during non-office hours, provided that such activities do not interfere with the performance of their duties to the Company and do not raise an actual or potential conflicts of interests with the Company. Any activities that could raise conflict of interest issues should not be undertaken without the prior approval of the Compliance Department.

***Should you have any doubt about reporting or not, please contact Compliance.***

Examples of reportable positions :

- You are proposed to represent Euronext within Regulators/ banking authorities' Committee or working groups, committees or board seats of various entities such as
  - Clearing houses
  - Depositaries
  - Indexes producers
  - FESE
  - WFE
  - Other international, national, local Bodies linked with Euronext activities (cash, derivatives, commodities, listing ...)
- Teaching at schools, universities if this falls during office hours
- You are proposed as an individual, a board membership, a leading position, a consulting mission, any committee /working group within:
  - A listed or to be listed company
  - A private equity house or similar investment activity
  - A Market Member or an indirect market participant
  - An Euronext Provider or a technology provider acting in the field of Finances
  - A competitor or other exchanges, market or platform operators
  - Others regulators
- A board membership in any company, non-governmental organisation, charity, political organisation and governmental bodies or political bodies
- If you intend to be an elected representative
- any use of Company resources, including Company information, facilities, equipment, personnel and supplies to perform an Outside Activity ;

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## 2.2.2 Employees reporting obligations for selection processes

All Employees must comply with the notification requirements set forth in related Company policies and must report to their manager and Compliance any situation in which the Employee may be involved during the selection of a vendor, supplier, consultant or any other third party for business with the Company if the Employee knows or has reason to believe that either he, a family member or anyone with whom he has a financial or personal relationship may have a personal (financial) interest in the outcome of the selection decision.

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## 2.3 Institutional conflicts of Interest

As a market operator, the Company may face potential conflict of interests with its Business Partners. In an effort to provide guidance to Employees for identification of possible conflicts that may arise between the Company and its Business Partners, below are some examples:

- the Company is owned by its shareholders, some of which may be important Business Partners, such as members of its market centers and issuers admitted to listing/trading on its markets;
- the Company's own shares are admitted to listing/trading on markets that it operates and monitors;
- the Company is required to operate its markets, regulated or not, in a fair and orderly manner and, to achieve this objective, is obligated in various countries in which it operates markets to perform regulatory functions and take disciplinary measures against its Business Partners, members or issuers;
- the Company has multiple listing and trading venues, each of which may have incentives to compete with each other for listings or trading volume;
- the Company may enter into contractual relationships to provide similar products or services to multiple business partners;
- one Company business leader may have responsibility for competing businesses or other functions;
- there may be sharing between business units of customer information, trade data or other knowledge that should remain segregated;
- there may be multiple relationships with one Business Partner; and the Company may be instructed to advise, develop or otherwise provide services to two different Business Partners that directly compete with one another.

In determining the significance of an Institutional Conflict, Employees and their managers should consider the severity of the risk that the conflict presents, the nature of the relationship with the affected Business Partner, and whether the presence of the conflict may be inconsistent with the Company's corporate strategy.

The organizational controls and procedures in place to identify, prevent and manage Institutional Conflicts of Interest include:

- i. *Administrative and Organizational Structure:* The various business units of the Company have been organized to minimize both potential conflicts within reporting lines and the flow of information among units with competing responsibilities. Senior management and the Managing Board bear the responsibility of periodically reviewing the organization of the Company, including when new business lines or types of activities are developed, to maintain a corporate governance structure that minimizes the potential for conflicts of interest among business units.

- ii. *Information Barriers:* The Company maintains a strict confidentiality policy with respect to business partner relationships. Employees whose roles include either business or regulatory/compliance functions involving members, issuers or other business partners are responsible for maintaining the confidentiality of the information acquired during the course of their duties. Employees may meet this requirement in a variety of ways, depending upon the functions performed, the communications among business areas required for performance of those functions, and whether the information exists in hard or soft form.

These means include:

- restrictions on the use and content of electronic communications;
  - restrictions on access to documents and office areas;
  - information security measures designed to protect electronically stored information;
  - restrictions on communication of customer information among specified departments;
- and
- contractual provisions requiring confidentiality.
- iii. *Disclosure to Business Partner or Regulator:* If a conflict arises in a situation where a resolution is disadvantageous to a Business Partner, the manager of the affected business unit has the responsibility of disclosing the conflict and resolution. The disclosure should be timely, clear, accurate and sufficiently detailed to enable the business partner to take action in its own best interests. Also, the manager, together with Compliance management and, if appropriate, the Legal Department, should consider whether disclosure to the appropriate regulator is warranted.
  - iv. *Contractual provisions:* As noted above, certain types of conflicts of interest between the Company and a Business Partner may be anticipated. For such business activities, contracts with Business Partners should state that if a specific conflict arises it will be resolved in a specific way or at the Company's discretion. The head of the relevant business unit should work with the Legal and Procurement Departments or Vendor Management Office, depending upon the Business Partner, to ensure the inclusion of an appropriate provision.
  - v. *Disclosure through rulemaking that validates or resolves certain potential conflicts:* The Company operates regulated markets and, subject to the approval of the relevant regulators, the Company can enact rules providing to members who access those markets trading or other opportunities. For example, members who meet certain criteria receive financial rebates for liquidity that they post in their assigned securities to execute against inbound orders, whereas other members do not receive rebates.

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## 2.4 Dual status conflicts of Interest

Euronext N.V. is a market operator but also an issuer listed on its own markets.

This double status may create a conflict of interest with each other:

- i. as an issuer, the Company must not gain any preferential treatment from the Euronext market operator;
- ii. as a market operator, the Company must not provide any preferential treatment to Euronext issuer to the detriment of any other issuer listed on its markets.

The organizational controls and procedures in place to identify, prevent and manage this specific potential institutional Dual status Conflicts of interest of the Company acting in this dual role include maintaining information barriers to ensure segregation of roles.

A few examples:

- no preferential treatment to the Euronext issuer in order to serve fairly all the issuers listed on Euronext markets as a trustworthy market operator (ex: access to same kind of market data);
- In case of internal request (by Management for ex) for confidential information derived from its market operator activities, the request must be assessed by Compliance prior to disclosure;
- In case of suspicious trades or trading alerts concerning Euronext N.V. financial instruments, the competent regulator will be timely informed, as it is the case for any other issuer, and no internal investigations shall be performed by the Company's Compliance Department.

### 3. Roles and responsibilities

*All Employees* are responsible for:

- avoiding activities or relationships that may present an actual or potential conflict of interest;
- identifying a potential conflict of interest and promptly disclosing it to their manager and to the Compliance Department ("Compliance");
- working cooperatively with their manager and Compliance to achieve a resolution;
- seeking new clearance for a previously approved activity whenever there is any material change in relevant circumstances (e.g., a change in the Employee's responsibilities within the Company or in the role performed with an outside activity or organization).

*Managers* are responsible for:

- assuring that appropriate procedures are in place to prevent, identify, address or mitigate conflicts of interest;
- reviewing and, in consultation with Compliance, taking the appropriate measures with respect to a reported conflict; and
- consulting Compliance about any conflict of interest issue or concern and seeking Compliance's input in determining a resolution.

*Compliance staff members* are responsible for:

- providing advice relating to conflicts of interest to Employees, including management;
- assisting in the determination of the appropriate resolution to the conflict or appropriate measures that can be taken to mitigate the effects of conflicts of interest that require Compliance review;
- escalating any conflicts that cannot be resolved at the Compliance staff member level to Compliance management; and
- maintaining in a log of all reported conflicts of interest matters.

*Compliance Management* is responsible for:

- determining the appropriate measures that should be taken to mitigate or resolve conflicts of interest that have been escalated to this level for review;

- monitoring the log of reported conflicts of interest on a quarterly basis and evidencing that review; and
- escalating any reported conflicts that cannot be resolved at the Compliance Management level to the Managing Board of Euronext or, as appropriate, under certain specific circumstances determined by Compliance, to the Company's Audit Committee and/or the Chairman of the Supervisory Board.

At a minimum, where not prohibited by local laws and regulations, the information for each conflict situation shall include:

- a description of the disclosed conflict;
- the individuals and entities involved;
- relevant dates during which the conflict arises and exists;
- any related Company requirements; and
- the determination made, the actions taken to mitigate or resolve the conflict, and the identities of the participants involved in making the determination.

## 4. Disclosure and escalation

Any Employee who is unsure if he or she is facing a conflict of interest should disclose the matter promptly to his/her manager and Compliance so that appropriate measures may be taken. For disclosure and escalation please refer to section 4 on 'Roles and Responsibilities'.

## 5. Resolution of conflicts

Resolutions of a conflict of interest may include one or more of the following, depending upon the circumstances:

- approval of the underlying activity;
- prohibition of engagement in an activity or entering into a business transaction;
- removal of the Employee from a position of decision-making authority with respect to the conflict situation;
- potential actions by the Company;
- suspension or termination of a vendor, consultant or other third-party contract; and
- regulatory reporting.

## 6. Retention of record of conflicts of interest

The log and any supporting documentation shall be retained for the periods required in each jurisdiction in which the Company operates.