

## **RULES OF PROCEDURE OF THE SUPERVISORY BOARD OF EURONEXT N.V.**

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These rules (hereinafter the "**Rules**") were adopted by the Supervisory Board (hereinafter the "**Supervisory Board**") of Euronext N.V. (hereinafter the "**Company**") by way of Combined Resolutions in Writing of the Supervisory Board, the Managing Board of the Company (the "**Managing Board**") and the sole shareholder of the Company dated as of 17 March 2014 and approved by the Supervisory Board in its meeting held 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**

Status and contents of the Rules

- 1.1 These Rules have been drawn up pursuant to article 20.9 of the Company's articles of association and complement the rules and regulations that are applicable to the Supervisory Board under Dutch law or the Company's articles of association.
- 1.2 Where these Rules are inconsistent with Dutch law or the Company's articles of association, the law or, as the case may be, the articles of association shall prevail. Where these Rules are in accordance with the articles of association but are inconsistent with Dutch law, the latter shall prevail. If one or more provisions of these Rules are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions with provisions which are valid and the effect of which is, given the contents and purpose of these Rules, to the greatest extent possible, similar to that of the invalid provisions.
- 1.3 Capitalised terms not defined herein shall have the meanings given to them in the Company's articles of association.
- 1.4 The following appendices are attached to, and form an integral part of, these Rules:

Appendix A: Profile of the Supervisory Board

Appendix B: Rotation schedule of the Supervisory Board

Appendix C.1: Rules of procedure of the audit committee

Appendix C.2: Rules of procedure of the nomination and governance committee

Appendix C.3: Rules of procedure of the remuneration committee

Appendix D: Policy preventing insider trading on Euronext N.V. financial instruments

Appendix E: Board appointments (binding nomination procedure and regulatory approval)

Appendix F: Rules of procedure for the budgeting process

Appendix G: Rules of procedure for hearing and resolving objections against resolutions of the Managing Board

Appendix H: Local decision making

- 1.5 By virtue of the Combined Corporate Resolutions in Writing dated as of 14 March 2014 the Supervisory Board confirmed unanimously that it will comply with and be bound by the obligations pursuant to these Rules, to the extent that they apply to it and its members. On their appointment to the Supervisory Board, new members shall receive a copy of these Rules and be requested to return a signed copy of them to the Company secretary.

## Article 2

### Responsibilities of the Supervisory Board

- 2.1 The Supervisory Board shall be charged with the supervision of the policy of the Managing Board and the general course of affairs in the Company and the business affiliated with it and for advising the Managing Board. In discharging their duties the members of the Supervisory Board shall be guided by the interests of the Company and the business affiliated with it as well as the other Euronext Operating Principles set out in article 3 of the Company's articles of association. The Supervisory Board will be responsible for the quality of its own performance.
- 2.2 The responsibilities of the Supervisory Board shall include without limitation:
- a) supervising and monitoring the Managing Board, and advising it on:
    - a. the Company's performance;
    - b. the Company's strategy and risks inherent to its business activities;
    - c. the structure and management of the internal risk management and control systems;
    - d. the financial reporting process; and
    - e. compliance with legislation and regulations;
  - b) disclosing, complying with, and enforcing the Company's corporate governance structure subject to and in accordance with or with due observance of applicable law and regulations, applicable regulatory declarations of non-objection, approvals and licenses, the Company's articles of association and, to the extent applicable and not deviated from, any and all corporate governance codes applicable in any relevant jurisdiction;
  - c) reviewing the annual accounts, and approving the Company's and its subsidiaries' (hereinafter the "**Subsidiaries**") annual budgets and major capital expenditure with due observance of the provisions of Appendix F;
  - d) recommending the appointment of the Company's external auditor to the Shareholders' meeting;
  - e) selecting and proposing members of the Managing Board to the Shareholders' meeting for appointment with due observance of the provisions of Appendix E (and taking into account the description of the role and responsibilities of the Chief Operating Officer of the Company as referred to in the rules of the Managing Board);
  - f) selecting and proposing members of the Supervisory Board to the Shareholders' meeting for appointment with due observance of the provisions of Appendix E;
  - g) evaluating and assessing the functioning of the Managing Board, the Supervisory Board, and their individual members;
  - h) hearing and resolving any matters arising under and in accordance with the provisions of Appendix G; and
  - i) ensuring compliance by all relevant parties with the provisions of Appendix H.
- 2.3 The Supervisory Board shall prepare and publish a report on its functioning and activities during the preceding financial year, which shall be included in the annual report.

### **Article 3**

#### Composition, profile, suitability and independence of the Supervisory Board

- 3.1 The Supervisory Board shall consist of at least five and no more than twelve natural persons. The Supervisory Board shall prepare a profile of its scope and composition, taking into account the nature of the business, its activities, and the desired expertise, experience, diversity and independence of its members. The Supervisory Board shall evaluate the profile annually. The profile of the Supervisory Board is attached as Appendix A.
- 3.2 The composition of the Supervisory Board shall be in accordance with the articles of association, applicable legislation and regulations, including any and all applicable regulatory declarations of non-objection, approvals and licenses.
- 3.3 Members of the Supervisory Board must qualify as suitable as determined by applicable Dutch law and regulations. Proposed new members of the Supervisory Board will provide, and to the extent necessary members will continue to provide, each relevant regulatory authority having jurisdiction over it, including but not limited to the College of Euronext Regulators (hereinafter the "**College of Regulators**") and its individual members, including the Dutch regulator AFM – via the Company secretary - with their antecedents as soon as possible, which will be used for the permanent assessment of their competency and integrity. These antecedents include supervisory antecedents, criminal antecedents, financial antecedents, and tax and administrative law antecedents.
- 3.4 The Supervisory Board may appoint one or more members as delegated Supervisory Board members. Delegated Supervisory Board members are Supervisory Board members with special responsibilities. Such delegated authority may not exceed the powers of the Supervisory Board member and therefore does not go so far as managing the Company. Instead it involves more intensive supervision and advice and more frequent consultation with the Managing Board. Such delegated authority shall be of a temporary nature only and shall not detract from the function and power of the Supervisory Board. Delegated Supervisory Board members shall remain members of the Supervisory Board.
- 3.5 The chairman of the Supervisory Board shall ensure that personal information on all Supervisory Board members, such as gender, age, profession, principal position, nationality, other positions of relevance to the duties as a member of the Supervisory Board, the date of their initial appointment and their current term of office, is disclosed in the Company's annual report.

### **Article 4**

#### Chairman, vice-chairman and Company secretary

- 4.1 Subject to the requirements of and referred to in Appendix E, the Supervisory Board shall appoint one of its members as chairman and one of its members as vice-chairman. The chairman of the Supervisory Board has the following responsibilities, without limitation:
  - a) co-ordinating the Supervisory Board's decision-making process;

- b) ensuring the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
- c) ensuring there is ample time for consultation, consideration and decision-making by the Supervisory Board;
- d) steering the Supervisory Board committees and ensuring they fulfil their tasks adequately;
- e) the annual evaluation and assessment of the functioning of the members of the Managing Board and the Supervisory Board and of the Managing Board as a whole and the Supervisory Board as a whole;
- f) ensuring that the contact between the Managing Board and works councils is productive;
- g) ensuring the Shareholders' meeting is conducted in an orderly and efficient manner;
- h) the induction and training programme for new members of the Supervisory Board;
- i) determining the agenda of the Supervisory Board meetings, chairing the meetings of the Supervisory Board and monitoring the proper functioning of the Supervisory Board and its committees; and
- j) monitoring and ensuring the proper compliance by all parties involved with the terms and procedures set out in Appendices E, F, G and H.

4.2 The Supervisory Board shall be assisted by the Company secretary, who shall be appointed and removed – whether at the recommendation of the Supervisory Board or not - by the Managing Board, subject to the prior approval of the Supervisory Board. The Company secretary shall be primarily responsible for:

- a) ensuring that the functioning of the Supervisory Board complies with the applicable legislation, regulations, corporate governance codes (to the extent not deviated from), the Company's articles of association and the rules and regulations issued pursuant thereto;
- b) assisting the chairman of the Supervisory Board with logistical matters connected with the Supervisory Board (information, agendas, evaluations, etc.);
- c) acting as contact person for members of the Supervisory Board; and
- d) maintaining the induction, education and training programme.

## **Article 5**

### Supervisory Board committees

- 5.1 If the Supervisory Board comprises more than five members, it may appoint from among its members one or more committees in order to fulfil a specific task or assignment, to be determined upon installation of such committee, including in any event an audit committee, a nomination and governance committee and a remuneration committee.
- 5.2 The Supervisory Board shall prepare rules governing the committee's practices and principles (responsibilities, composition, meetings, etcetera). The present rules of the audit committee are attached as Appendix C.1. The present rules of

the nomination and governance committee are attached as Appendix C.2. The present rules of the remuneration committee are attached as Appendix C.3.

- 5.3 The composition of the committees, the number of committee meetings and the main items to be discussed therein shall be recorded in the Supervisory Board's report.
- 5.4 If one or more of the committees referred to in article 5.1 is not instituted, its practices and principles as set out in the relevant appendix shall apply mutatis mutandis to the Supervisory Board.
- 5.5 The Supervisory Board shall receive copies of the minutes of committee meetings once the relevant committee has approved the minutes.

## **Article 6**

Appointment, reappointment, term of office and resignation

- 6.1 Subject to the requirements of and referred to in Appendix E, members of the Supervisory Board shall be appointed by the Shareholders' meeting. Except as provided otherwise in the Company's articles of association each Supervisory Board member shall resign on the day on which the first Shareholders' meeting is held after four years have lapsed since his or her latest appointment. Furthermore, a Supervisory Board member shall tender his or her resignation upon ceasing to qualify as a person falling within a category in which he or she was appointed as set forth in the profile referred to in article 18 of the Company's articles of association, if applicable. A Supervisory Board member may hold office for a maximum of three four-year periods.
- 6.2 The Supervisory Board shall prepare a rotation schedule. This schedule is attached as Appendix B. Notwithstanding any other provision of this article 6, members of the Supervisory Board shall resign in accordance with the schedule.
- 6.3 Members of the Supervisory Board shall resign prematurely if this is necessary due to inadequate performance, structural differences of opinion, incompatible interests or for any other reason.
- 6.4 Members of the Supervisory Board may be suspended and/or dismissed by the Shareholders' meeting at all times.
- 6.5 Members of the Supervisory Board who take on the management of the Company temporarily, in the event that Managing Board members are absent or unable to discharge their duties, shall resign temporarily from the Supervisory Board in order to do so.

## **Article 7**

Remuneration

- 7.1 The Shareholders' meeting may grant a fixed remuneration to members of the Supervisory Board which is not dependent on the results of the Company and may grant an additional fixed remuneration to the chairman, the vice-chairman and the members of the Supervisory Board's committees.

- 7.2 The following rules regarding remuneration must also be observed.
- a) None of the members of the Supervisory Board may receive shares and/or options or similar rights to acquire shares in the Company or, as the case may be, any of its shareholders, as part of their remuneration;
  - b) Members of the Supervisory Board may not engage in short-term speculative transactions involving securities of the Company or, as the case may be, any of its shareholders;
  - c) The members of the Supervisory Board shall comply with the Policy preventing insider trading on Euronext N.V. financial instruments (Appendix D); and
  - d) None of the members of the Supervisory Board may accept personal loans, guarantees or the like from the Company other than in the normal course of business and with the approval of the Supervisory Board. No remission of loans shall be granted.
- 7.3 The members of the Supervisory Board and its committees shall be reimbursed all expenses related to the performance of their duties.

## **Article 8**

### Induction programme and on-going training and education

- 8.1 Once appointed, each member of the Supervisory Board shall follow an induction programme, prepared and sponsored by the Company, that covers:
- a) governance and regulatory environment of the Company;
  - b) financial reporting by the Company;
  - c) specific aspects unique to the Company and its business activities;
  - d) responsibilities of members of the Supervisory Board.
- 8.2 The Supervisory Board shall hold an evaluation once a year to identify specific areas where members of the Supervisory Board require further training and education.

## **Article 9**

### Supervisory Board meetings (agenda, teleconferencing, attendance, minutes)

- 9.1 The Supervisory Board shall meet at least four times a year and whenever one or more of its members request a meeting. Supervisory Board meetings are generally held at the offices of the Company, but may take place elsewhere, as decided by the chairman of the Supervisory Board when convening the meeting. In addition, meetings may be conducted over the telephone or via videoconferencing facilities provided all participants can hear each other simultaneously.
- 9.2 The chairman shall contact members of the Supervisory Board who are frequently absent from Supervisory Board meetings and discuss their absence.
- 9.3 Unless the chairman of the Supervisory Board decides otherwise, meetings of the Supervisory Board shall be attended by all members of the Managing Board.

- 9.4 The Company's external auditor shall attend every Supervisory Board meeting at which the annual accounts are discussed. The external auditor shall receive all financial information related to the annual accounts and other interim financial reports, and shall be given the opportunity to express its response regarding this information to the Managing Board or directly to the Supervisory Board's audit committee.
- 9.5 Meetings shall be convened by the Company secretary on behalf of the chairman or the member of the Supervisory Board requesting the meeting. Where this is practical, notices convening the meeting, the agenda of the meeting and the enclosures with the agenda shall be dispatched seven days before the meeting.
- 9.6 Minutes of each meeting shall be prepared by the Company secretary and be adopted in the next meeting. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The Company secretary may issue and sign extracts of the adopted minutes for external use.

## **Article 10**

Supervisory Board resolutions (quorum, votes, items to be considered)

- 10.1 The Supervisory Board shall pass resolutions by an absolute majority of the votes cast, in a meeting at which more than half of the members of the Supervisory Board are present or represented. However, members of the Supervisory Board who have a conflict of interest as referred to in article 11 shall not be taken into account when calculating whether a quorum is present.
- 10.2 Each member of the Supervisory Board shall cast one vote. Blank votes shall be considered as not cast. In the event that votes are tied, the chairman of the Supervisory Board shall have the casting vote.
- 10.3 The Supervisory Board may adopt resolutions outside a formal meeting provided that this is done in writing, by telefax, or by electronic mail and provided that all of the members of the Supervisory Board have been consulted and that none of them objects to adopting resolutions in this manner. Resolutions thus adopted shall be recorded by the Company secretary in writing and kept with the minutes of the previous meetings.
- 10.4 The on-going items to be considered at Supervisory Board meetings include but are not limited to the review of the Company's budget and financial results, the approval of major decisions requiring action on the part of the Supervisory Board, the discussion of corporate strategy, and changes thereto, in consultation with the Managing Board, and reports received from the Supervisory Board's committees.
- 10.5 At least once a year, the Supervisory Board shall discuss without the Managing Board being present:
- a) the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn on the basis thereof;
  - b) the functioning of the Managing Board and its individual members and the conclusions to be drawn on the basis thereof.

The report of the Supervisory Board will refer to the fact that such discussions were held.

## **Article 11**

### Conflict of interest

- 11.1 The members of the Supervisory Board shall avoid all conflicts of interest between themselves either personally or representing a legal entity (including but not limited to the Company or one or more of its Subsidiaries) and the Company or one or more of its Subsidiaries.
- 11.2 A member of the Supervisory Board may not participate in the deliberation and the decision-making process of the Supervisory Board if it concerns a subject in which this member has a direct or indirect interest which conflicts with the interest of the Company and its business enterprise. In such event, the other members of the Supervisory Board shall be authorised to adopt the resolution. If all members of the Supervisory Board have a conflict of interest as indicated, the resolution shall be adopted by the Supervisory Board irrespective of the conflict of interest. A member of the Supervisory Board shall notify the chairman of the Supervisory Board of an actual or potential conflict of interest as soon as possible.

## **Article 12**

### Complaints and whistle-blowers

The Managing Board shall ensure that employees are able to report allegations of irregularities within the Company of a general, operational and financial nature in accordance with the procedure laid down in the Company's Whistle blowing policy (or any other policy applicable at that time), without jeopardizing their legal position.

## **Article 13**

### Information, and relationship with the Managing Board

- 13.1 The Supervisory Board and its individual members have their own responsibility for obtaining all information from the Managing Board and the external auditors that the Supervisory Board requires for the proper performance of its duties. Where necessary, the Supervisory Board may obtain information from officers and external advisors of the Company. The Managing Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.
- 13.2 The Managing Board shall provide the Supervisory Board in a timely fashion with information (where possible in writing) on all facts and developments concerning the Company that the Supervisory Board may need to function as required and carry out its duties properly.
- 13.3 Without prejudice to the above, once a year, and in any event by the last meeting of the year, the Managing Board shall provide the Supervisory Board with a budget for the following year and information on the main features of strategic policy, the general and financial risks run by the Company, the Company's management and control systems, and its compliance with all relevant laws and

regulations. In respect of the budget the provisions of Appendix F shall be duly observed and implemented.

- 13.4 If a member of the Supervisory Board receives information or indications concerning the Supervisory Board and the proper performance of its supervisory and advisory tasks from a source other than the Managing or Supervisory Board, he or she shall make this information available to the chairman as soon as possible. The chairman of the Supervisory Board shall decide whether the entire Supervisory Board should be informed.
- 13.5 In the event any member or members of any board of any of the Subsidiaries of the Company raises objections against a decision of the Managing Board of the Company affecting such Subsidiary, the Supervisory Board shall hear and resolve such objections with due observance of the provisions of Appendix G.

#### **Article 14**

##### Relationship with shareholders

- 14.1 In accordance with the Company's articles of association, Shareholders' meetings may be convened at the request of the Supervisory Board. A convening notice shall state the subjects to be considered.
- 14.2 The members of the Managing Board and the Supervisory Board shall participate in Shareholders' meetings unless there are serious grounds preventing them from doing so. As a general rule, the chairman of the Supervisory Board shall chair Shareholders' meetings. The ruling pronounced by the chairman in respect of the outcome of a vote in a Shareholders' meeting shall be decisive, subject to the provisions of article 13 of Book 2 of the Dutch Civil Code.
- 14.3 The Supervisory Board shall provide the Shareholders' meeting with any information it may require concerning an item on the agenda, unless it is prevented from doing so in view of important interests (*zwaarwegende belangen*) of the Company, or by a law, rules or regulations applicable to the Company. The Supervisory Board shall specify the reasons why important interests are considered to apply.

#### **Article 15**

##### Confidentiality

Every member of the Supervisory Board shall treat all information and documentation obtained in connection with his or her position with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Supervisory or Managing Board, made public or otherwise made available to third parties, even if the member resigns from the Supervisory Board, unless it has already been made public by the Company or it has been established that the information is already in the public domain without breach of the provisions of this article 15 by the relevant incumbent or former member of the Supervisory Board.

#### **Article 16**

##### Rules of conduct for members of the Supervisory Board

- 16.1 Members of the Supervisory Board shall refrain from speculating in shares of the Company or any of its shareholders. By signing a statement to that effect provided by the Company secretary, members of the Supervisory Board shall declare that they shall act in accordance with the rules regarding securities transactions by members of the Supervisory Board. These rules are attached as Appendix D.
- 16.2 If a member of the Supervisory Board takes on a position or interest in addition to those disclosed when first appointed to the Supervisory Board, he or she shall ensure that he/she is still able to fulfil his or her responsibilities as a member of the Company's Supervisory Board.
- 16.3 Members of the Supervisory Board will provide the chairman of the Supervisory Board and the Company secretary annually with an overview of the additional functions they perform. Retirements and new appointments will be disclosed to the chairman of the Supervisory Board as soon as practically possible with details about the function and the size and other relevant characteristics of the company involved.

## **Article 17**

### Non-compliance and amendments

Notwithstanding the provisions of article 1.2, these Rules may be amended by a resolution of the Supervisory Board to that effect.

## **Article 18**

### Governing law and jurisdiction

- 18.1 These Rules shall be governed by and construed in accordance with the laws of the Netherlands.
- 18.2 The district court of Amsterdam, the Netherlands, shall have exclusive jurisdiction over any disputes arising from or in connection with these Rules, including any disputes regarding the existence, validity or termination of these Rules.

## **Appendix A**

### **Profile of the Supervisory Board**

#### **Tasks and responsibilities of the Supervisory Board**

The role of the Supervisory Board is to supervise the policy of the Managing Board and the general affairs of the Company and its businesses, as well as to assist the Managing Board by providing advice as a separate and independent body. Its independence is further reflected in the requirement that Supervisory Board members can be neither on the Managing Board nor an employee of the Company. In discharging its role, the Supervisory Board shall be guided by the interests of the Company and its businesses, and shall take into account the relevant interests of the Company's stakeholders. The Supervisory Board shall also have due regard for corporate social responsibility issues that are relevant to the Company's business.

#### **Composition of the Supervisory Board**

The articles of association of the Company provide that the Supervisory Board consists of at least three members. Members of the Supervisory Board are appointed by the shareholders' meeting of the Company upon nomination by the Supervisory Board. When nominating persons for appointment or reappointment to the Supervisory Board, the Supervisory Board will focus on - among other things - this profile, the articles of association of the Company, the Dutch corporate governance code including its best practice provisions on independence, business orientation, expertise, knowledge of and affinity with the Company's home markets and knowledge of international capital markets.

#### **Profile of the Supervisory Board**

The composition of the Supervisory Board should reflect general business and supervisory experience as well as experience gained in positions of responsibility in the wider community. Individual members of the Supervisory Board as well as the Supervisory Board as a whole should have specific expertise and experience in the functioning and operating of international capital markets.

In addition to these general skills, the Supervisory Board shall aim to have specific expertise and experience in the following areas:

- finance, financial reporting, control and risk management;
- national and international economics and monetary policy;
- human resources;
- information technology and data processing;
- market data
- software as a service
- legislation and regulation;

- financial institutions, banks and brokerage firms;
- institutional and retail investors;
- trading;
- listed companies; and
- asset management and investment banking.

The Supervisory Board may decide that Supervisory Board members should have specific expertise and experience in particular areas. The chairman of the Supervisory Board should have ample experience as a supervisory and executive director and also have a broad social background.

### **Diversity**

The Supervisory Board aims for a diverse composition with respect to experience, background, age and gender. With respect to gender, the Supervisory Board endeavours to achieve that at least 30% of the members of the Supervisory Board will be men and at least 30% of the members of the Supervisory Board will be women. The qualifications of a particular candidate and the requirements for the position in the Supervisory Board to be filled shall always prevail over any other factors and considerations when filling in a position of the Supervisory Board.

### **Evaluation of and availability of profile**

In consultation with the Managing Board, this amended profile was approved by the Supervisory Board on 3 November 2022. The profile will be reviewed by the Supervisory Board from time to time taking into account new developments that may give ground to a change to the profile.

The profile is a public document and is available for inspection at the office of the company secretary of the Company and is published on the Company's website.

## **Appendix B**

### **Rotation schedule of the Supervisory Board**

The Supervisory Board of Euronext N.V. has determined the following rotation schedule as per 14 December 2022:

Nathalie Rachou and Morten Thorsrud will retire from the Supervisory Board immediately after the first General Meeting to be held in 2023.

Manuel Ferreira da Silva and Dick Sluimers will retire from the Supervisory Board immediately after the first General Meeting to be held in 2024.

Diana Chan, Rika Coppens, Alessandra Ferone, Piero Novelli and Olivier Sichel will retire from the Supervisory Board immediately after the first General Meeting to be held in 2025.

Padraic O'Connor will retire from the Supervisory Board immediately after the first General Meeting to be held in 2026.

## **Appendix C.1**

### **Rules of procedure of the audit committee**

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 20 September 2019.

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 audit committee of the Company (the "Audit Committee") shall assist the Supervisory Board in supervising and monitoring the managing board of the Company (the "Managing Board") by advising on matters such as:

- a) the compliance by the Company with applicable laws and regulatory requirements;
- b) the Company's disclosure of financial information, including the Company's accounting principles;
- c) the recommendation for the appointment of the Company's external auditor to the shareholders' meeting of the Company;
- d) the recommendations from the Company's internal auditor and the Company's external auditor; and
- e) the review of the internal risk management and control systems and IT and business continuity safeguards of the Company.

1.2 These tasks should serve as a guide, on the understanding that the Audit 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 Audit Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.

1.3 The Audit 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 Audit 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 The Audit Committee shall in any event focus on supervising the activities of the Managing Board with respect to the subjects set out in the clauses 1.5 to 1.9 (inclusive) set out below, and at least once a year discuss these subjects with the

Managing Board.

1.5 The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's internal risk management and control, shall include:

- (a) the operation of the internal risk management and control systems, including supervision of the enforcement of relevant primary and secondary legislation;
- (b) preparing a report on fraud, deficiencies or any similar problems that have arisen and are relevant to the Company; and
- (c) preparing a report on the security of systems and analysis of trading system incidents.

1.6. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's internal audit department, shall include:

- (a) the role and functioning of the Company's internal audit department;
- (b) the Company's annual internal audit planning;
- (c) the Company's internal audit periodic reports of findings;
- (d) compliance with the recommendations and observations of the Company's internal audit department; and
- (e) the cooperation between the Company's internal audit department and the Company's external auditor.

1.7. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's external auditor, shall include:

- (a) making a recommendation with respect to of the appointment of the Company's external auditor to the shareholders' meeting of the Company;
- (b) the involvement of the external auditor in the audits of the Company's financial statements;
- (c) the relationship with the external auditor, including, in particular, his independence, remuneration and any non-audit services for the Company, and the Audit Committee and the Managing Board shall jointly report on these discussions to the Supervisory Board;
- (d) an evaluation of the performance of the external auditor, which shall be carried out at least once every four years by the Audit Committee and the Managing Board jointly; and
- (e) compliance with the recommendations and observations of the external auditor.

- 1.8. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's financial reporting, shall include reviewing and supervising:
- (a) the solvency of the Company and the compliance by the Company with the applicable capital requirements;
  - (b) significant financial reporting issues relevant to the Company;
  - (c) the policy of the Company on tax planning;
  - (d) changes in the Company's tax and accounting policies and practices;
  - (e) the Company's financial statements and other periodic financial reports;
  - (f) major litigation in which the Company is involved;
  - (g) the Company's annual report; and
  - (h) preparing a report on the organisation of the Company's financial management.
- 1.9. The role and responsibilities of the Audit Committee in supervising the Managing Board with respect to the Company's regulatory and legal matters, shall include:
- (a) compliance by the Company with applicable laws and regulations by the Company,
  - (b) compliance by the Company with the requirements and restrictions under applicable exchange licences, declarations of non-objections and other regulatory approvals;
  - (c) reviewing high risk reports from the Company's regulators;
  - (d) preparing a report in the event a material act of fraud or non-compliance occurs.

## **Article 2**

### Information and independent advice

- 2.1. The Audit 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 Audit 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 Audit Committee consists of a minimum of three and a maximum of five members appointed by and from the members of the Supervisory Board.
- 3.2. At least one member of the Audit Committee shall be a financial expert with relevant knowledge and experience of financial administration and accounting for listed companies or large companies.
- 3.3. A member of the Audit 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 Audit Committee may be removed by a majority vote of the Supervisory Board.
- 3.4. The members of the Audit Committee are offered an introduction and training programme to provide them with the necessary information and training at their request.

#### **Article 4**

##### Chairman

- 4.1. The Supervisory Board shall appoint one of the members of the Audit Committee as chairman of the Audit Committee.
- 4.2. The Audit Committee may not be chaired by the chairman of the Supervisory Board or by a former member of the Managing Board.
- 4.3. The chairman shall be primarily responsible for the proper functioning of the Audit Committee. The chairman shall act as the spokesman of the Audit Committee and shall be the main contact for the Supervisory Board.

#### **Article 5**

##### Meeting

- 5.1. The Audit Committee meets at least twice annually or whenever any of its members requests a meeting.
- 5.2. Audit Committee meetings shall be convened by the member or members of the Audit Committee requesting the meeting.
- 5.3. The Audit Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings.
- 5.4. Audit Committee meetings are generally held at the offices of the Company, but may also be held by telephone or video conference.
- 5.5. The Company's external auditor attends the meetings of the Audit Committee in which its reports and the Company's annual accounts are discussed.
- 5.6. Members of the Managing Board, the Chief Financial Officer and the Company's chief internal auditor will attend meetings of the Audit Committee at the chairman's request.

- 5.7. The Audit Committee shall meet with the external auditor as often as it considers necessary, but at least once a year without members of the Management Board being present.
- 5.8. The Audit Committee will hold an executive session with the external auditor and the internal auditor at least once a year.
- 5.9. The Audit Committee shall act as the principal contact for the external auditor if the external auditor discovers irregularities in the financial reporting of the Company.
- 5.10. The agenda for a meeting of the Audit Committee, together with any explanatory notes and related documents shall be sent in advance of the meeting to all members of the Audit Committee.
- 5.11. The Company's Company secretary acts as the Audit Committee's secretary. The secretary of the Audit Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Audit Committee and send the minutes to each member of the Audit Committee after the meeting.

## **Article 6**

### Reporting to the Board

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

## **Appendix C.2**

### **Rules of procedure of the nomination and governance committee**

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.

This Charter and the composition of the Nomination and Governance Committee are posted on the Company's website.

## **Appendix C.3**

### **Rules of procedure of the remuneration committee**

This Charter (the "Charter") was initially adopted by the Supervisory Board (the "Supervisory Board") of Euronext N.V. (the "Company") on 2 April 2014 and amended on 20 September 2019.

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:

- (ii) 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
- (iii) 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 five 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.

3.3A 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.

## **Appendix D**

### **Policy preventing insider trading on Euronext N.V. financial instruments**

<https://www.euronext.com/media/5922/download>

## Appendix E

### Board appointments (binding nomination procedure and regulatory approval)<sup>1</sup>

- Appointments of (i) members of the Managing Board having the position of Head of Sales and Products and COO (the "**key positions**") and (ii) the chairman of the Supervisory Board shall be subject to approval of the competent authorities of the relevant jurisdictions represented in the College of Regulators from time to time in accordance with the provisions of Article 37 of Directive 2004/39.
- Appointments of (i) members of the Managing Board for the key positions and (ii) the chairman of the Supervisory Board will be made pursuant to a (binding) nomination to be submitted by the Supervisory Board in accordance with article 13 and article 18 of the Company's articles of association, respectively.
- Before making a nomination for an appointment of a Managing Board member in a key position or the chairman of the Supervisory Board, the proposed nomination will be submitted to the competent authorities of the relevant jurisdictions in accordance with the provisions of Article 37 of Directive 2004/39.
- If the nomination has not been affirmatively approved or disapproved by any competent authority within four weeks from submission, it shall be deemed as having been approved.
- Appointments of other members of the Managing Board and the Supervisory Board can be proposed by the Supervisory Board by making use of the binding nomination provisions in the articles of association of the Company in its discretion. With respect to such proposed appointments the preceding provisions of this Appendix E do not apply (without prejudice to any other applicable regulatory requirements, including regarding suitability and integrity assessments by the competent regulatory authorities).
- So long as the provisional clauses apply set forth in article 30.1 of the Company's articles of association the Supervisory Board and the Managing Board shall take any and all necessary action within their power to ensure that the provisions of this Appendix E are duly complied with even though the relevant appointment may not be made on the basis of a binding nomination submitted by the Supervisory Board.

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<sup>1</sup> The arrangements set out in this Appendix E are in addition and without prejudice to any other obligations or requirements existing under applicable law or regulation, including Article 37 of Directive 2004/39

## **Appendix F**

### **Rules of procedure for the budgeting process**

- For the purpose of these rules, "local" shall refer to each and any Subsidiary which is a Euronext Market Subsidiary (as defined in the Company's articles of association) or its jurisdiction or the market(s) operated by it in such jurisdiction and "Group" shall refer to the Company and all of its Subsidiaries.
- Annual local and Group budgets shall be prepared and approved consistent with past practice. The local (managing) board will determine additional local expenditure in accordance with Group policy.
- A local budget may include, on an annual basis, at the discretion of the board or boards of the relevant Euronext Market Subsidiary, a special additional provision for discretionary investment in development of products and markets for the local exchange in an amount equal to 10% of the local profits of such exchange as shown in its most recent adopted annual financial statements.
- Spending of this special part of the budget may be suspended by action by the Managing Board, subject to the approval of the Supervisory Board, in response to a specific finding by the Managing Board that such spending may threaten the sound and prudent operation of any Euronext Market Subsidiary's compliance with regulatory obligations, and with notification to the relevant local supervisory authorities of such suspension.
- In addition, each local (managing) board may submit proposals for special investments not falling within the scope of the regular annual budget (including the special discretionary budget referred to above) to the Managing Board in its role as Investment Review Board.
- In its role as Investment Review Board (IRB) the Managing Board will have responsibility for allocating Group budget to and approving expenditure for investments and projects outside the regular annual investment budget process set out above, i.e. for pan-European and national initiatives, fostering local development and pan-European expansion, subject to approval of the Supervisory Board. Allocations will be made on the basis of a principle of balanced and prudent allocation of available financial and other means to enable the Subsidiaries to pursue business opportunities and develop products and markets and taking account of the following considerations:
  - Opportunities and demand for development of local products and markets;
  - Contribution to the Group (based on turnover or profit margin);
  - Optimal results for the Group as a whole; and
  - Compliance with applicable regulatory requirements.
- The Supervisory Board will oversee this function of the Managing Board as IRB in line with the above considerations and Group policy. The decisions of the Managing Board as Investment Review Board will require the approval of the Supervisory Board.

## **Appendix G**

### **Rules of procedure for hearing and resolving objections against resolutions of the Managing Board**

- The (managing) board of each Euronext Market Subsidiary (as defined in the Company's articles of association) has the right to reject a Managing Board resolution, if that resolution solely or principally impacts such Euronext Market Subsidiary or its market; provided, however, that the impact must be material or of strategic importance for the relevant Euronext Market Subsidiary.
- In respect of other matters, notably in the event of guidelines, requests or resolutions adopted or proposed to be adopted by or at the direction of the Managing Board which are meant to be implemented at the level of one or more of the Euronext Market Subsidiaries, a formal process for raising, hearing and deciding objections against relevant Managing Board resolutions applies, as set out below:
  - each relevant Euronext Market Subsidiary shall be informed of the matter by the Managing Board;
  - each member of the (managing) board of each Euronext Market Subsidiary (in the case of Euronext Amsterdam N.V., after consultation with the Euronext Amsterdam N.V. supervisory board) shall be entitled to ask for the matter to be put on the agenda of the Supervisory Board;
  - a request thereto shall be directed to the Company secretary; it shall be accompanied by an explanatory memorandum setting out the decision or proposed decision which is objected against and the grounds therefor;
  - the Supervisory Board shall discuss the matter with the Managing Board and the members of the (managing) board of the relevant Euronext Market Subsidiary (and, in the case of Euronext Amsterdam N.V., its Supervisory Board), and consider the arguments why such guideline, request or resolution should not be implemented or should be adjusted;
  - the Supervisory Board will consider matters submitted to it and come to a decision, which shall be guided by the Euronext Operating Principles set out in article 3 of the Company's articles of association;
  - the decision of the Supervisory Board shall be final and binding.

## **Appendix H**

### **Local decision making**

1. The local managing board of each Subsidiary is responsible for the proper functioning of the markets operated by it.
2. Each Subsidiary will have sufficient autonomous decision-making power, know-how and human resources in relation to the following matters in the context of the operation of the local markets in its jurisdiction:
  - Product and services development as necessary for the local market
  - Membership
  - Innovation regarding local products
  - Fee structure for the local products
  - Market operations for the local markets
  - Local input for corporate actions, in the context of a centralized global corporate actions organization
  - Market integrity (including audits and enforcement of violations of rules that originate from and/or impact the local markets)
  - Domestic listing on the local market including dual listing issues within the scope of the harmonized rules and the cross-border organization

It being understood that decisions on such matters and their implementation necessarily need to be based upon and be consistent with applicable approved budgets and to take into account any applicable group-wide policies, use of a harmonized rulebook across all Euronext exchanges, and shared human and technological resources.

3. In relation to the following matters, autonomy will be curtailed as a result of the established and longstanding federal model, noting that this concerns matters that are and necessarily have to be developed, decided and coordinated centrally at parent company level (Euronext N.V.) and implemented at the local level:
  - Technology
  - Harmonized rulebook based on the single order-book
  - Co-operation and international cross-membership arrangements which are generally handled at group level
  - Licensing of indices which is generally handled at group level
  - Global listing (issuers from outside the Euronext jurisdictions seeking listing on a Euronext exchange)
4. The local managing board will carry out its responsibilities, and will prepare proposals for investments or other use of excess cash, within and in accordance with budgets and policies that, as applicable, are prepared by the local managing board (and in the case of Euronext Amsterdam N.V., approved by its supervisory board), and approved by the Managing Board (including in its capacity as Investment Review Board, as the case may be) and approved by the Supervisory Board, as required, in accordance with their respective articles of association and internal board rules, taking into

consideration the fact that each Subsidiary is part of an integrated international group of companies.

5. Group wide functional and geographical reporting lines will be organized according to a matrix typical for international groups of companies as designed and approved from time to time by the Managing Board.