



EURONEXT



EURONEXT N.V. REMUNERATION POLICY OF THE SUPERVISORY BOARD

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Version approved by Shareholders on the AGM of 11 May 2021

1. General

On 9 October 2020, Euronext entered into a binding agreement with LSEG to acquire 100% of London Stock Exchange Group Holdings Italia S.p.A., the holding company of the Borsa Italiana Group (the “Proposed Combination”), for a cash consideration of €4.325 billion. The Proposed Combination has been welcomed favourably by shareholders and is a key achievement for Euronext to become the leading pan-European market infrastructure.

As a new major country in the Euronext federal model and as the largest revenue contributor, Italy will be represented at group level in Euronext’s governance by Italian representatives, among the Reference Shareholders, and also within the Supervisory Board, the Managing Board and the College of Regulators supervising Euronext group’s activities.

Taking into account this new situation, the Remuneration Committee has found suitable to reassess the policy. In accordance with the Supervisory Board Remuneration Policy, a benchmark analysis has been conducted by a third-party provider in October 2020 against three general industry peer groups of companies with similar market capitalisation range.

To assess compensation levels of the Supervisory Board, this benchmark analysis has been performed on:

- Dutch Market – 9 companies listed on Euronext Amsterdam in the Netherlands with a dual-tier board structure.
- Italian Market – 11 companies listed on Borsa Italiana in Italy with either unitary or dual-tier board structure, as the majority of Italian companies operate a unitary board.
- French Market – 13 companies listed on Euronext Paris in France with dual-tier board structure; market capitalisation range has been expanded to capture sufficient two-tier board structures.

This benchmark analysis showed that non-executive board members compensation in Italy and France are comparable and exceed the Dutch peers across the various market percentiles. It also showed that against the broader geographic comparator groups, Euronext’s current non-executive board compensation is below the 25th percentile of the Italian or French peers, and above the 75th percentile of the Dutch peers.

As recommended by the Remuneration Committee to the Supervisory Board, considering the appointment of the new Chairman of Euronext N.V., and the ongoing transformation of Euronext, it is proposed to the General Meeting of Shareholders to amend the Supervisory Board Remuneration Policy. The Remuneration Policy structure will remain composed of the fixed fee and a variable amount per meeting. It is reminded that members of the Supervisory Board are not eligible to participate in any benefits programmes offered by Euronext to its employees and that Euronext does not provide any loans to the members of the Supervisory Board.

Additionally, taking into account the diversification of the risk profile of the company, and in line with standard market practice, the Supervisory Board has decided to create a dedicated Risk Committee, which is included in this Supervisory Board Remuneration Policy.

The revised Supervisory Board Remuneration Policy is submitted for adoption to the General Meeting of Shareholders of May 2021 following a proposal by the Supervisory Board. The updated policy remains subject to the completion of the Proposed Combination and will become effective as from the adoption by the General Meeting of Shareholders. This Supervisory Board Remuneration Policy applies to all members of the Supervisory Board.

2. Objectives

The Supervisory Board Remuneration Policy is aimed at ensuring a balanced, sustainable and competitive remuneration package supporting the long term strategy of Euronext. The Supervisory Board Remuneration Policy is intended to facilitate the recruitment and retention of diverse Supervisory Board members with the appropriate balance of professional experience, competencies and personal skills for overseeing the execution of the Company's strategy and performance.

The Remuneration Policy intends to compensate Supervisory Board members for the time dedicated to oversee Euronext in line with responsibilities required by the Dutch Civil Code, Dutch Corporate Governance Code, the Rules of Procedure of the Supervisory Board and the Articles of Association.

The remuneration structure reflects each role's responsibilities as well as the time spent.

Given the nature of the Supervisory Board's responsibilities, remuneration is not linked to Company performance. Supervisory Board members are not granted equity-based compensation, in line with the Dutch Corporate Governance Code.

3. Remuneration Policy

3.1 Fee structure

The fee structure for the members of the Supervisory Board is the following:

Role	Fixed amount	Variable amount (per meeting)
Chairman of the Supervisory Board	€ 185,000	€ 3,500
Vice-Chairman of the Supervisory Board	€ 95,000	€ 2,500
Member of the Supervisory Board	€ 50,000	€ 2,500
Chairman of the Audit Committee	€ 30,000	-
Member of the Audit Committee	€ 9,000	-
Chairman of the Risk Committee	€ 30,000	-
Member of the Risk Committee	€ 9,000	-
Chairman of the Remuneration Committee	€ 20,000	-
Member of the Remuneration Committee	€ 9,000	-
Chairman of the Governance & Nomination Committee	€ 20,000	-
Member of the Governance & Nomination Committee	€ 9,000	-

3.2 Benefits and loans

Members of the Supervisory Board are not eligible to participate in any benefits programmes offered by Euronext to its employees. Euronext does not provide any loans to members of the Supervisory Board.

3.3 Expenses

Travel costs and expenses of members of the Supervisory Board incurred in the course of performing their duties are reimbursed upon receipt of proper underlying documentation.

3.4 Contractual arrangements

There are no service contracts providing benefits upon termination of employment with members of the Supervisory Board.

3.5 Disclosure

Application of the policy will be disclosed in the Remuneration report in line with applicable regulatory requirements.

4. Policy review

In preparing this Remuneration Policy, the Supervisory Board has taken into account market practice in the main locations where the company operates, as well as the Dutch Corporate Governance Code and the EU Shareholder's Rights Directive. The representative organisations of institutional shareholders as well as the Company's principal investors have also been consulted on remuneration matters.

The remuneration of the Supervisory Board is benchmarked against market practice on a regular basis against different peer groups. The peer groups consist of companies of comparable size and scope, active in the Finance & IT industries and against AEX companies given the Company's country of domicile. As a guiding principles the fees of the Supervisory Board should approach the median of the market reference.

Euronext will submit the Remuneration Policy to a vote by the general meeting at every material change and in any case at least every four years.

Euronext will only pay remuneration to the members of the Supervisory Board in accordance with the Remuneration Policy that has been approved by the general meeting.

Human Resources and the Company Secretary monitor implementation of the Supervisory Board Remuneration Policy.

5. Appointment and dismissal

Members of the Supervisory Board are, subject to regulatory approval, appointed by the General Meeting (i) in accordance with a proposal from the Supervisory Board or (ii) from a binding nomination to be drawn up by the Supervisory Board, with due observance of the profile (profielschets) for the size and the composition of the Supervisory Board adopted by the Supervisory Board and reviewed annually. Members of the Supervisory Board are appointed by the General Meeting (i) in accordance with a proposal from the Supervisory Board or (ii) from a binding nomination to be drawn up by the Supervisory Board, with due observance of the profile (profielschets) for the size and the composition of the Supervisory Board adopted by the Supervisory Board and reviewed annually.

The Articles of Association of Euronext provide that each member of the Supervisory Board is appointed for a maximum period of four years provided that unless such member of the Supervisory Board has resigned or is removed at an earlier date or unless otherwise specified in the relevant proposal for appointment, his or her term of office shall ultimately lapse, without notice being required, immediately after the day of the first General Meeting to be held during the fourth year after the year of his or her appointment. In line with provision 2.2.2 of the Dutch Corporate Governance Code, a member of the Supervisory Board may be reappointed once for another four-year period.

Subsequently, the Supervisory Board member may then be reappointed again for a period of two years, which appointment may be extended by at most two years.

The General Meeting may suspend or dismiss a member of the Supervisory Board at all times. The Supervisory Board can submit a proposal for the suspension or dismissal of one of its members. If the suspension or dismissal occurs in accordance with a proposal submitted by the Supervisory Board, a resolution of the General Meeting for suspension or dismissal of a member of the Supervisory Board requires an absolute majority of the votes cast. However, such a resolution of the General Meeting requires a majority of at least two-thirds of the votes cast representing more than one third of the outstanding and issued share capital, if the suspension or dismissal does not occur in accordance with a proposal by the Supervisory Board.