

Agenda for the extraordinary general meeting (EGM) of Euronext N.V. to be held at the offices of Euronext N.V., Beursplein 5, Amsterdam, the Netherlands, at 10:00 am CET on Wednesday 19 October 2017

1. Opening
2. Composition of the Supervisory Board
 - a) Appointment of Franck Silvent as a member of the Supervisory Board (voting item 1)
3. Close

Explanatory notes to the agenda of the EGM of Euronext N.V. to be held in Amsterdam on 19 October 2017

Item 2

Composition of the Supervisory Board

Appointment of Franck Silvent as a member of the Supervisory Board

On 13 June 2017, Euronext received the information that the group of Reference Shareholders, formerly holding 33.36% of its share capital, had decided to extend an amended version of their Reference Shareholders Agreement for a period of two years commencing on 21 June 2017.

Eight Reference Shareholders adhered to such extension, now accounting for 23.86% of Euronext's share capital. The Supervisory Board representation of the Reference Shareholders will be maintained, as they, acting jointly, will retain their right to nominate one third of the Supervisory Board seats.

As Dominique Aubernon has decided to resign from her position, the Reference Shareholders have proposed Franck Silvent for nomination for appointment to the Supervisory Board in her place. The Supervisory Board has decided on this nomination for appointment to the Supervisory Board in its meeting of 27 July 2017.

With due observance of the above and of the profile of the Supervisory Board, the Supervisory Board has drawn up a binding nomination for the appointment of Franck Silvent as member of the Supervisory Board, subject to regulatory approval as described below. The proposal to nominate Franck Silvent is made taking into account the limitation to the number of functions as prescribed by law.

For further information about the nominee, please refer to the appendix to these explanatory notes.

In accordance with article 18 of the articles of association of Euronext N.V., the shareholders are asked to appoint Franck Silvent as member of the Supervisory Board, subject to the condition precedent (*opschortende voorwaarde*) that the requisite regulatory approval will have been obtained and effective immediately upon receipt of the requisite regulatory approval, for a term of four years, provided that his term of office shall lapse immediately after the day of the first general meeting of Euronext N.V. to be held in 2021.

However, if the Reference Shareholders Agreement is terminated earlier, his term of office shall lapse immediately after the day of the first general meeting of Euronext N.V. to be held after the date of termination of the Reference Shareholders Agreement.

In accordance with article 18 paragraph 4 of the articles of association of Euronext N.V. the proposed candidate is appointed with due observance of section 2:133 paragraph 3 of the Dutch Civil Code, unless the binding nomination is overruled in accordance with article 18 paragraph 5 of the articles of association of Euronext N.V.

For further information about the nominee, please be referred to the appendix to these explanatory notes.

Appendix to the explanatory notes to the agenda

Information on the person to be appointed to the Supervisory Board in accordance with article 2:142 paragraph 3 of the Dutch Civil Code

Franck Silvent

Gender: male

Age: 45

Profession: Managing Partner

Shares held in Euronext N.V.: nil

Nationality: French

Other board memberships and positions: Managing Partner Degroof Petercam Finance

After graduating from École Nationale d'Administration, Franck Silvent worked in the French Ministry of Finance as auditor (Inspection Générale des Finances). In April 2002 he was appointed Deputy Director of Strategy, Finance, Management Control and Accounting at Caisse des Dépôts.

From 2005 to 2012 he worked at Compagnie des Alpes (CDA), a french listed company which one of the european leader in the leisure market, where he served as Director of Finance, Strategy and Development, before becoming Deputy CEO.

From 2013 to August 2017, Mr Silvent has been Director of Finance, Strategy and Holdings at Caisse des Dépôts, being in charge of a a portfolio of about 80 billion euros of medium term financial and strategic assets. He has been appointed as Managing Partner at Degroof Petercam Finance (France) in September 2017 and will also develop activities in strategic advisory.

Motivation: the nomination is based on Mr Silvent's experience in the financial sector

Mr Silvent does not meet the best practice provision 2.1.7 and 2.1.8 of the Dutch Corporate Governance Code and should be considered as non-independent.