

**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 9.30 CET on Thursday 4 October 2018**

1. Opening
2. Composition of the Managing Board
  - a) Appointment of Daryl Byrne as a member of the Managing Board (voting item 1)
  - b) Appointment of Chris Topple as a member of the Managing Board (voting item 2)
3. Close

**Explanatory notes to the agenda of the EGM of Euronext N.V. to be held in Amsterdam  
on 4 October 2018**

**Item 2**

**Composition of the Managing Board**

In accordance with article 13 of the articles of association of Euronext N.V. and upon the binding nomination by the Supervisory Board, the meeting is asked to appoint Daryl Byrne and Chris Topple as members of the Managing Board, each for a term of four years, subject to the condition precedent (*opschortende voorwaarde*) that the requisite regulatory approvals will have been obtained and effective immediately upon receipt of the requisite regulatory approvals.

The Supervisory Board has nominated Daryl Byrne for appointment to the Managing Board on 28 June 2018.

The Supervisory Board has nominated Chris Topple for appointment to the Managing Board on 24 July 2018.

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

## **Appendix to the explanatory notes to the agenda**

### **Information on the persons to be appointed to the Managing Board in accordance with clause 3.4.2 of the Dutch Corporate Governance Code**

#### **Daryl Byrne**

Daryl Byrne joined Euronext Dublin (formerly the Irish Stock Exchange) in 2000 and has held a number of senior management roles. From 2011 to 2018, Mr Byrne was Head of Regulation, leading a team of thirty, with responsibility for regulation and operations relating to the listing of financial instruments on Euronext Dublin's markets, across multiple asset classes including equity, debt and funds. He was responsible for Euronext Dublin's regulatory engagement with issuers and market participants, as well as domestic and EU regulatory authorities. Mr Byrne was instrumental in the development of Euronext Dublin's global markets for securities. Previously he held positions as Head of Strategy Planning and Brand and Head of Corporate Listing and Policy.

He currently participates on the ESMA Corporate Finance Standing Committee Consultative Working Group and the European Corporate Governance Network, and is a former member of the Irish REITs Forum and the Company Law Review Group.

Mr Byrne is a Fellow Chartered Accountant, Member of the Chartered Institute for Securities and Investment, and holds a Bachelor in Business Studies degree.

The main elements of the employment contract with Mr Byrne are as follows:

- a fixed salary of EUR 270,000 gross per year;
- short term incentive (STI) and conditional long term incentive (LTI) targets in line with the company's Remuneration Policy;
- the potential severance payment in case of termination of contract is compliant with Irish law, and in line with the rest of the Euronext Managing Board, i.e. 24 months of fixed salary;
- no change-of-control clause;
- other remuneration components: company car, health insurance and a pension scheme in line with company pension plan for Ireland.

## **Chris Topple**

Born in 1968, Chris Topple is a British citizen who earned his Bachelor of Science degree in European Business with Technology from Brighton Polytechnic and Polytechnic University of Turin at the young age of 23.

A year after his graduation, Mr Topple joined JPMorgan as a graduate trainee in 1993. He went through their programme in New York and performed a number of roles in different departments, all within the sales infrastructure and managing teams in the final two roles.

In 2005, Mr Topple moved to Lehman Brothers International and was responsible for equity, fixed income and derivative Prime Brokerage Sales.

In 2008, with Lehman facing bankruptcy during the start of the GFC, the European & Asian franchises of Lehman Brothers was acquired by Nomura International and Mr Topple was tasked with managing a team of prime brokerage salespeople responsible for new business origination across equities, fixed income and derivatives.

From 2010, Mr Topple served as Senior Managing Director, Global Head PTG and Clearing Sales at Newedge Group. He was a Member of the Group Executive Committee where he was tasked with reviewing and making decisions on group strategy and revenue. He was responsible for managing one of the four business lines that encompass the sales organisation and a business line that contributed 24% of the Group net revenues. He ensured adequate performance of the Business Line's day-to-day operations and timely delivery of key projects. Reporting the Business Line activities to the Newedge Group Senior Management through a formal reporting line and structured business meetings, Mr Topple implemented a safe and sound operating environment: oversight of controls and ensuring infrastructure was sufficiently strong to support the Business Line activities, including ensuring that all regulatory and compliance requirements were adhered to. He interacted at regional EXCOs and with regional Business Line Management to discuss key issues such as staff hires and resignations, the strategy for the business line, revenue regional changes and the like.

In 2014, Societe Generale acquired the 50% of Newedge that it did not own from Credit Agricole. As Managing Director and Co-Global Head of Prime Services at SocGen, Mr Topple managed one of the key business lines of Capital Markets. The Global team is made up of 400 people with an NBI of estimated €700M for 2017, spreading globally across Europe, US & Asia. He was a Member of the Global Executive Committee of Capital Markets and represented SocGen on various external Boards such as the FIA Global Executive Committee and the Curve Global Board & Remco. He managed three key businesses:

- Execution: high and low touch execution across equities and derivatives
- Clearing: across Listed, OTC, FX, FI and Equity
- Financing: cross asset financing across FI & Equity

The main elements of the employment contract with Mr Topple are as follows:

- a fixed salary of GBP 320,000 gross per year;
- short term incentive (STI) and conditional long term incentive (LTI) targets in line with the company's Remuneration Policy;
- the potential severance payment in case of termination of contract is compliant with British law, and in line with the rest of the Euronext Managing Board, i.e. 24 months of fixed salary;
- no change-of-control clause;
- other remuneration components: health insurance and a pension scheme in line with company pension plan for the United Kingdom.