

Minutes of the Extraordinary General Meeting of Euronext N.V. held in Amsterdam on 8 October 2019

1. Opening

The Chairman, Mr Dick Sluimers, opened the Extraordinary General Meeting of Euronext N.V. at 11.00am CET. He welcomed all on behalf of the Supervisory Board and the Managing Board of Euronext N.V. in its Amsterdam offices. He asked all to turn off or mute their mobile phones during the meeting.

He explained that since Euronext N.V. is an international company and its corporate language is English, the General Meeting will be conducted in English, as announced in the convocation to the meeting.

He informed the meeting that given the short agenda of this meeting, the Supervisory Board is represented by himself, the Managing Board is represented by Mr Stéphane Boujnah and Mr Maurice van Tilburg, and that Mr Paul Theunissen acts as Secretary.

He also informed the meeting that all nominees for appointment to the Supervisory Board and Managing Board are present. Also a number of senior staff members of the company are present: Mr Amaury Houdart, who is the Chief Talent Officer, Ms Catherine Langlais, who is the General Counsel, Ms Sylvia Andriessen who is the Deputy General Counsel and Ms Aurélie Cohen who is the Head of Investor Relations.

Finally he remarked that the company's notary, Ms Corrine Holdinga, is present.

The Chairman informed the meeting that in accordance with the articles of association the General Meeting is held in Amsterdam and that all shareholders have been called to attend this General Meeting by the Managing Board and the Supervisory Board by means of a convening notice published on 20 August 2019 on Euronext's website, including the agenda and explanatory notes thereto.

He furthermore concluded that no requests have been received from shareholders regarding the addition of proposals to the agenda of this General Meeting.

The Chairman remarked that in accordance with corporate governance recommendations, the draft minutes of this meeting will be made available to shareholders within three months of the meeting by publication on the website,

giving shareholders the opportunity to comment on these minutes during three subsequent months.

Having taken all this into account, he concluded that this General Meeting had been convened in accordance with all the applicable rules and the articles of association of Euronext N.V. and that the General Meeting may decide on all items that are placed on the agenda.

He announced that out of a total of 70,000,000 issued shares, 53,578,058 shares were represented at this meeting, in person or by proxy. This equalled 76.94% of the 69,635,870 shares that were entitled to vote as per the record date.

He invited the CEO and Chairman of the Managing Board, Mr Stéphane Boujnah, to present the company's achievements in the past years.

Mr Boujnah guided the meeting through his presentation and expressed his satisfaction with the company's achievements over the past few years. Euronext is now a much larger and more diversified company than at the time of the IPO in 2014.

He mentioned the growth in market capitalization from €1.4bn in 2014 to €5.1bn today. Also the revenues increased from €458m in 2014 to €734m in the same period.

Furthermore, he pointed to the acquisition of the Dublin and Oslo exchanges in 2018 and 2019, the growth to a >1000 FTEs company, the launch of the Optiq platform and the revenue growth in post trade businesses.

Also the non-volume driven revenues are now above 50% of the total revenues.

He concluded his presentation with a chart reflecting the share price performance of Euronext compared with its peers. The share price of Euronext increased with 270% since its IPO in June 2014, underperforming LSE with an increase of 315% but outperforming DBAG with 153% since June 2014. The share price of BME fell by 34% in the same period.

Lastly, he pointed to the presentation of the new strategic plan on 11 October in the Euronext Paris office.

The Chairman thanked Mr Boujnah for his presentation and invited the shareholders to address any questions or comments they have to Mr Boujnah.

The Chairman concluded that no comments were made and no questions were asked.

2. Composition of the Supervisory Board

The Chairman informed the meeting that the appointment of Ms Nathalie Rachou and Mr Morten Thorsrud to the Supervisory Board are on the agenda of this meeting.

He announced that the Supervisory Board has drawn up binding nominations for both appointments, each for a term of four years.

2a. Appointment of Nathalie Rachou as a member of the Supervisory Board (voting item 1)

The Chairman explained the proposal to appoint Ms Nathalie Rachou as a member of the Supervisory Board and referred to the explanatory notes to the agenda for this meeting.

He also announced that Euronext is still in anticipation of approval from the Dutch minister of Finance and non-objection from the College of Regulators.

He asked Ms Nathalie Rachou to stand up and briefly introduce herself to the shareholders. Ms Rachou informed the meeting about her experience and background.

The Chairman concluded that no comments were made and no questions were asked.

Voting item 1

The Chairman asked whether there were any shareholders who wished to vote against the appointment of Ms Nathalie Rachou as a member of the Supervisory Board subject to regulatory approval and with effect from the date on which the requisite regulatory approvals have been obtained, or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Christine Pavlidis, mentioned that she represented BNP Paribas Securities Services, the Company's registrar, in its turn representing Euroclear France, in its turn representing in this meeting in total 24,506,636 shares. She informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,227,963 votes against

this item, zero votes as abstentions and 23,278,673 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen, who was present at the meeting and who carried a power of attorney. She informed the meeting that he had been instructed to vote as follows: 152,319 votes against this item, zero votes as abstentions and 13,015,103 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the resolution to appoint Ms Nathalie Rachou as a member of the Supervisory Board, subject to regulatory approval, had been approved.

2b. Appointment of Morten Thorsrud as a member of the Supervisory Board (voting item 2)

The Chairman explained the proposal to appoint Mr Morten Thorsrud as a member of the Supervisory Board and referred to the explanatory notes to the agenda for this meeting.

He pointed out that where the agenda to this meeting states that both Supervisory Board candidates hold no shares in Euronext, Mr Thorsrud, in the meantime, has acquired 500 shares in the company.

He also announced that Euronext is still in anticipation of approval from the Dutch minister of Finance and non-objection from the College of Regulators.

He asked Mr Morten Thorsrud to stand up and briefly introduce himself to the shareholders. Mr Thorsrud informed the meeting about his experience and background.

The Chairman concluded that no comments were made and no questions were asked

Voting item 2

The Chairman asked whether there were any shareholders who wished to vote against the appointment of Mr Morten Thorsrud as a member of the Supervisory Board subject to regulatory approval and with effect from the date on which the requisite regulatory approvals have been obtained, or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Christine Pavlidis, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 1,057,528 votes against this item, zero votes as abstentions and 23,449,108 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 177,144 votes against this item, zero votes as abstentions and 12,990,278 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain. This was not the case and he concluded that the resolution to appoint Mr Morten Thorsrud as a member of the Supervisory Board, subject to regulatory approval, had been approved.

3. Composition of the Managing Board

The Chairman informed the meeting that the re-appointment of Mr Stéphane Boujnah and the appointments of Mr Håvard Abrahamsen and Ms Simone Huis in 't Veld to the Managing Board are on the agenda of this meeting.

He announced that the Supervisory Board has drawn up binding nominations for the three appointments, each for a term of four years.

The Chairman referred to the announced resignation of Mr Maurice van Tilburg. On behalf of the Supervisory Board and the Managing Board Mr Sluimers and Mr Boujnah expressed their gratitude to Mr Maurice van Tilburg for his valuable contributions to the company and to its Dutch subsidiary Euronext Amsterdam.

3a. Re-appointment of Stéphane Boujnah as a member of the Managing Board (voting item 3)

The Chairman explained the proposal to re-appoint Mr Stéphane Boujnah as a member of the Managing Board and referred to the explanatory notes to the agenda for this meeting.

The Chairman concluded that no comments were made and no questions were asked.

Voting item 3

The Chairman asked whether there were any shareholders who wished to vote against the re-appointment of Mr Stéphane Boujnah as a member of the Managing Board or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Christine Pavlidis, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 24,506,636 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 4,047 votes against this item, zero votes as abstentions and 13,163,375 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to re-appoint Mr Stéphane Boujnah as a member of the Managing Board for a second term of four years had been approved.

3b. Appointment of Håvard Abrahamsen as a member of the Managing Board (voting item 4)

The Chairman explained the proposal to appoint Mr Håvard Abrahamsen as a member of the Managing Board and referred to the explanatory notes to the agenda for this meeting.

He also announced that Euronext is still in anticipation of approval from the Dutch minister of Finance and non-objection from the College of Regulators.

He asked Mr Håvard Abrahamsen to stand up and briefly introduce himself to the shareholders. Mr Abrahamsen informed the meeting about his experience and background.

The Chairman concluded that no comments were made and no questions were asked

Voting item 4

The Chairman asked whether there were any shareholders who wished to vote against the appointment of Mr Abrahamsen as a member of the Managing Board or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Christine Pavlidis, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 24,506,636 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 4,047 votes against this item, zero votes as abstentions and 13,163,375 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to appoint Mr Håvard Abrahamsen as a member of the Managing Board for a term of four years had been approved.

3c. Appointment of Simone Huis in 't Veld a member of the Managing Board (voting item 5)

The Chairman explained the proposal to appoint Ms Simone Huis in 't Veld as a member of the Managing Board and referred to the explanatory notes to the agenda for this meeting.

He also announced that Euronext is still in anticipation of approval from the Dutch minister of Finance and non-objection from the College of Regulators.

He asked Ms Simone Huis in 't Veld to stand up and briefly introduce herself to the shareholders. Ms Huis in 't Veld informed the meeting about her experience and background.

The Chairman concluded that no comments were made and no questions were asked

Voting item 5

The Chairman asked whether there were any shareholders who wished to vote against the appointment of Ms Huis in 't Veld as a member of the Managing Board or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Christine Pavlidis, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 24,506,636 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 13,167,422 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to appoint Ms Simone Huis in 't Veld as a member of the Managing Board for a term of four years had been approved.

4. Proposal to amend the remuneration (voting item 6)

The Chairman explained the proposal to amend the remuneration policy and referred to the explanatory notes for this meeting.

The Chairman concluded that no comments were made and no questions were asked.

Voting item 6

The Chairman asked whether there were any shareholders who wished to vote against the amendment of the remuneration policy or who wished to abstain from voting.

The representative of BNP Paribas Securities Services, Ms Christine Pavlidis, informed the meeting that BNP Paribas Securities Services had been instructed to vote as follows: 9,848,606 votes against this item, 540,000 votes as abstentions and 14,118,030 votes in favour of this item. In addition, she informed the meeting that she had been asked to cast votes on behalf of the representative of Meijer Notarissen. She informed the meeting that he had been instructed to vote as follows: 5.052,255

votes against this item, zero votes as abstentions and 8,115,167 votes in favour of this item.

The Chairman asked whether there were any other persons present or represented who wished to vote against or to abstain.

This was not the case and he concluded that the proposal to amend the remuneration policy had been approved.

5. Any other business

The Chairman asked whether there were any of shareholders present at this meeting who wished to make an announcement, raise any other issues or put any remaining questions to the Managing Board or the Supervisory Board. No hands were raised.

6. Close

The Chairman thanked all participants to the meeting and invited all to join him for coffee and tea in the adjoining room.

The Chairman closed the meeting at 11.37am CET.