

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 11.00 CET on Wednesday 15 February 2017

1. Opening
2. Proposal to approve the acquisition by Euronext N.V. of 100% of the issued share capital of Banque Centrale de Compensation S.A., trading as LCH.Clearnet S.A. (voting item)
3. Close

Explanatory notes to the agenda of the EGM of Euronext N.V. to be held in Amsterdam on 15 February 2017

Item 2

Proposal to approve the acquisition by Euronext N.V. of 100% of the issued share capital of Banque Centrale de Compensation S.A., trading as LCH.Clearnet S.A.

In accordance with article 2:107a Dutch Civil Code and article 15.12.c of the Articles of Association, the meeting is asked to approve the acquisition by Euronext N.V. of 100% of the issued share capital of Banque Centrale de Compensation S.A., trading as LCH.Clearnet S.A. (“Clearnet”).

On 3 January 2017 Euronext N.V. announced it has signed a binding offer to, and entered into exclusivity with LCH.Clearnet Group Limited and London Stock Exchange Group plc (“LSEG”) to acquire 100% of the issued share capital of Clearnet.

Clearnet is a leading multi-asset, Eurozone-based Central Counterparty (CCP) serving Euronext’s markets, pan-European electronic trading platforms and over-the-counter (OTC) markets. The contemplated acquisition of Clearnet will allow Euronext to create one of the leading market infrastructure groups in the Eurozone and significantly diversify its revenue mix. It will also accelerate Euronext’s growth by boosting the achievement of its ambitions in derivatives, by enhancing its ability to pursue growth initiatives and by adding new and fast growing fixed income and CDS asset classes. Together, Euronext and Clearnet will deliver a powerful multi-asset CCP based in the Eurozone.

The purchase price of € 510 million, which will be subject to a closing adjustment for any change in surplus regulatory capital, will be funded through a combination of debt facilities and existing cash.

Completion of the contemplated transaction is subject to various conditions, including:

- (i) Euronext shareholder approval;
- (ii) The closing of the merger between Deutsche Börse AG and LSEG;¹
- (iii) Customary regulatory, anti-trust approvals and other consents;
- (iv) Completion of the works council consultation process of Clearnet.

The Reference Shareholders of Euronext², who jointly hold 33.36% of the issued share capital of Euronext, support the contemplated acquisition of Clearnet by Euronext and

¹ At any time prior to completion of the Clearnet acquisition, this condition may be waived towards Euronext by LCH.Clearnet Group Limited and LSEG, acting jointly

² https://www.euronext.com/sites/www.euronext.com/files/euronext-nv_2015_registration_document.pdf (page 64)

have irrevocably resolved to vote in favour of the proposal to approve this acquisition at the meeting.

The Managing Board and the Supervisory Board of Euronext N.V. have unanimously approved the transaction and unanimously recommend to shareholders to vote in favour of the proposal at the meeting.

Further details about the transaction are provided in the Shareholder Presentation which will be published on the Euronext website (<https://www.euronext.com/investors/general-meetings>) and can be obtained at the Euronext offices at Beursplein 5, Amsterdam, The Netherlands and as otherwise set out in the convening notice for the meeting.