

## **Minutes of the Extraordinary General Meeting of Euronext N.V. held on 27 October 2015**

### **Agenda item 1:**

#### **Opening**

At 10.00 am the Chairman opened the Extraordinary General Meeting of Euronext N.V. He welcomed all on behalf of the Supervisory Board and the Managing Board of Euronext N.V. and kindly requested all participants to the meeting to turn off or mute their mobile phones during the meeting. He announced that the meeting would be conducted in English.

He informed the meeting that - given the short agenda - just five members of the Supervisory Board and Managing Board were present, namely D. Aubernon, J.M. Hessels, J. Dijsselhof, M. van Tilburg, and himself. He also mentioned the presence of R. Geskes, the Corporate Secretary and C. Langlais, the General Counsel. Finally he introduced the Company's notary, C. Holdinga and the proposed candidate for the position of CEO of Euronext, S. Boujnah.

The Chairman thanked the Managing Board for their great work in continuing executing the strategy, delivering good results and creating shareholders' value and in particular the contribution by the CFO, the Head of Markets and Global Sales and the interim CEO. He noted that they would be specifically rewarded in 2015 for this extraordinary seven months period. He extended his thanks to J. Dijsselhof for leading the Company as its interim CEO.

The Chairman concluded that the Extraordinary General Meeting of Euronext N.V. had been convened in accordance with applicable legal requirements and that no requests had been received from shareholders regarding the addition of proposals to the agenda of this General Meeting.

He 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 into account all that has been expressed before, he concluded that this Extraordinary General Meeting has been convened in accordance with all the applicable rules and the articles of association of Euronext N.V. and that the general meeting could decide on all items that are placed on the agenda.

Following the completion of the registration of the shareholders, the Chairman announced that the total number of issued shares is 70,000,000 and that the total number of shares entitled to vote per the record date amounts to 69,671,722. The total number of shares represented at this meeting is 46,489,931.

The Chairman remarked that with respect to the binding nomination of the Supervisory Board to appoint S. Boujnah, the General Meeting may overrule the binding nature of this nomination by a resolution of the General Meeting adopted with a majority of at least two thirds of the votes cast representing more than one third of the issued capital. In such event the Supervisory Board may draw up a new binding nomination to be submitted to a subsequent General Meeting. If the binding nature of the second nomination is overruled again, the General Meeting is free to appoint a supervisory director, provided that the appointment is subject to and must be in accordance with the applicable requirements, and further provided that such resolution of the General Meeting requires a majority of at least two thirds of the votes cast representing more than one third of the issued capital.

**Agenda item 2 (voting item 1):**

**Composition of the Managing Board: appointment of Stéphane Boujnah as a member of the Managing Board**

The Chairman mentioned that the only voting item in this meeting was the resolution to appoint S. Boujnah as a member of the Managing Board. He added that the General Meeting only votes on the appointment of the nominee to the Managing Board. According to the Rules of Procedure of the Managing Board, the appointment of S. Boujnah as the Chairman of the Managing Board is done by the Supervisory Board.

He referred to the explanatory notes to the agenda and its annex for information about the candidate and for the terms of his appointment.

He invited S. Boujnah to stand up and briefly introduce himself to the shareholders. S. Boujnah briefly introduced himself and said that he is looking forward to join the Company as its CEO. The Chairman indicated that the employment contract of the new CEO was signed in compliance with the Dutch Governance Code with the exception of the termination clause. He mentioned that the Company will explain in its Annual Report over 2015 that this clause complies with the French Corporate Governance recommendations since the remuneration of the new CEO in the event of dismissal will consist of 24 months of fixed base salary.

The Chairman asked the shareholders for their comments and questions on this agenda item. He noticed that no further comments were made and no further questions were asked.

He suggested to vote on this agenda item and to appoint S. Boujnah as a member of the Managing Board with immediate effect. He emphasized that S. Boujnah's appointment will take effect once the requisite regulatory approvals for his appointment have been obtained.

The Chairman asked whether there were shareholders who wished to vote against the resolution to appoint S. Boujnah as a member of the Managing Board or whether there were any shareholders who wished to abstain from voting. No shareholders indicated that they wished to vote against the proposal or abstain from voting.

The representative of BNP Paribas Securities Services, Tania Sepi, raised her hand and stated that BNP Paribas Securities Services is the Company's registrar, in its turn representing Euroclear France, in its turn representing in this meeting in total 18,319,890 shares. She informed the meeting that she had been instructed to vote as follows: zero votes against this item, zero votes as abstentions and 18,319,890 votes in favour of this item.

In addition, she informed the meeting that she had been asked to cast votes on behalf of Meyer Advocaten en Notarissen, of which a representative was present in this meeting and who carries two powers of attorney. She informed the meeting that as a result he has been instructed to vote as follows: zero votes against this item, 33,088 votes as abstentions and 7,465,890 votes in favour of this item.

The Chairman concluded that if there were no votes against and no further abstentions, he assumed that the remainder of the votes were in favour.

The Chairman concluded that the resolution to appoint S. Boujnah as a member of the Managing Board had unanimously been adopted. He congratulated S. Boujnah with his appointment.

**Agenda item 3:**

**Close**

The Chairman remarked that there was no 'any other business' item on the agenda of this meeting but he asked whether any shareholder present wished to make an announcement, raise any other issues or put any remaining questions to the Managing Board or the Supervisory Board? No shareholders responded and the Chairman concluded that none of the shareholders wished to make any more announcements or remarks.

At 10.21 am the Chairman closed this Extraordinary General Meeting and thanked everybody for their presence. He invited all to join him for coffee or tea in the adjacent room.